

# MEMORIAL

Journal Officiel  
du Grand-Duché de  
Luxembourg



# MEMORIAL

Amtsblatt  
des Großherzogtums  
Luxemburg

## RECUEIL DES SOCIÉTÉS ET ASSOCIATIONS

Le présent recueil contient les publications prévues par la loi modifiée du 10 août 1915 concernant les sociétés commerciales et par la loi modifiée du 21 avril 1928 sur les associations et les fondations sans but lucratif.

C — N° 840

10 avril 2013

### SOMMAIRE

Asia Pacific Performance .....	40288	Dundee International (Luxembourg) Fund	
ASR Fonds .....	40286	6 FCP .....	40293
Assenagon Asset Management S.A. ....	40291	Dundee International (Luxembourg) Fund	
BMS SICAV-SIF .....	40302	7 FCP .....	40295
BNP Paribas LDI Solution .....	40288	Dundee International (Luxembourg) Fund	
Capital Italia .....	40279	8 FCP .....	40295
Caribe Holding S.A. SPF .....	40278	Dundee International (Luxembourg) Fund	
Cleome Index .....	40281	9 FCP .....	40296
COLUPA S.A., Société de Gestion de Pa-		Eastspring Investments .....	40290
trimoine Familial .....	40276	Emcor Luxembourg S.A.-SPF .....	40275
Credit Suisse Fund I (Lux) .....	40296	Empebe S.A. - SPF .....	40276
CS Investment Funds 3 .....	40296	Euro Movie Network SA .....	40298
Delta Lloyd L .....	40278	FDH Patrimoine .....	40285
Dexia Bonds .....	40290	INREDE S.A. (International Nippon Real	
Dexia Money Market .....	40289	Estate Development & Finance S.A.) ...	40275
Dival S.A. ....	40285	JPMorgan Investment Funds .....	40285
Dundee International (Luxembourg) Fund		JPMorgan Liquidity Funds .....	40280
10 FCP .....	40296	Katla Manager Selection .....	40279
Dundee International (Luxembourg) Fund		LCL Investments S.A. ....	40276
11 FCP .....	40296	Le Sphinx Assurances Luxembourg S.A.	
Dundee International (Luxembourg) Fund		.....	40320
12 FCP .....	40298	Life One .....	40284
Dundee International (Luxembourg) Fund		Lombard Odier Funds II .....	40295
13 FCP .....	40298	Market Access II .....	40291
Dundee International (Luxembourg) Fund		Market Access III .....	40292
14 FCP .....	40298	MHP S.A. ....	40282
Dundee International (Luxembourg) Fund		Miron S.A. ....	40277
15 FCP .....	40302	Mutualité de Cautionnement et d'Aide aux	
Dundee International (Luxembourg) Fund		Commerçants .....	40278
1 FCP .....	40291	Mutualité des P.M.E. ....	40279
Dundee International (Luxembourg) Fund		Northgate Private Equity S.A. (FIS) ....	40293
2 FCP .....	40292	Oyster .....	40287
Dundee International (Luxembourg) Fund		Partidis S.A. ....	40277
3 FCP .....	40292	Prosper Funds Sicav .....	40287
Dundee International (Luxembourg) Fund		RBS Market Access .....	40289
4 FCP .....	40293	Resource Engineering SA .....	40315
Dundee International (Luxembourg) Fund		Ripiemmo Company S.A. ....	40277
5 FCP .....	40293		

40274

<b>SJ Properties Aubervilliers EquityCo Lux</b>	<b>SPL Gestion</b> .....	<b>40281</b>
<b>S.à r.l.</b> .....	<b>Venezuela Investment Company S.A.</b> .....	<b>40275</b>
	<b>40320</b>	

**Venezuela Investment Company S.A., Société Anonyme.**

Siège social: L-1143 Luxembourg, 2bis, rue Astrid.

R.C.S. Luxembourg B 75.780.

Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE STATUTAIRE REPORTEE**des actionnaires qui se tiendra le *26 avril 2013* à 10.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:*Ordre du jour:*

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilan, compte de pertes et profits et affectation des résultats au 31.12.2011
3. Décharge aux administrateurs et au commissaire aux comptes
4. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915
5. Divers

*Le Conseil d'Administration.*

Référence de publication: 2013045859/788/18.

**Emcor Luxembourg S.A.-SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 25.341.

Mesdames, Messieurs les Actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ANNUELLE**des Actionnaires qui aura lieu exceptionnellement le *mardi 30 avril 2013* à 11.00 heures à Luxembourg, au siège social avec l'ordre du jour suivant:*Ordre du jour:*

1. Présentation et approbation du rapport de gestion du Conseil d'Administration ainsi que du rapport de contrôle du Commissaire relatifs à l'exercice clôturé au 31 décembre 2012.
2. Approbation du bilan arrêté au 31 décembre 2012 et du compte de profits et pertes y relatifs; affectation du résultat.
3. Décharge aux Administrateurs et au Commissaire pour l'exercice de leur mandat durant l'exercice clôturé au 31 décembre 2012.
4. Divers.

*Le conseil d'Administration.*

Référence de publication: 2013040855/34/18.

**INREDE S.A. (International Nippon Real Estate Development & Finance S.A.), Société Anonyme.**

Siège social: L-1413 Luxembourg, 3, place Dargent.

R.C.S. Luxembourg B 36.485.

Les Actionnaires sont convoqués par le présent avis à

**l'ASSEMBLEE GENERALE STATUTAIRE**qui aura lieu le *18 avril 2013* à 15:00 heures au siège social à Luxembourg, avec l'ordre du jour suivant:*Ordre du jour:*

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire
2. Approbation des comptes annuels et affectation des résultats aux 31 décembre 2009, 2010, 2011 et 2012
3. Décharge aux Administrateurs et au Commissaire
4. Acceptation de la démission d'un Administrateur et nomination de son remplaçant
5. Délibération et décision sur la dissolution éventuelle de la société conformément à l'article 100 de la loi du 10 août 1915 sur les sociétés commerciales
6. Divers

*Le Conseil d'Administration.*

Référence de publication: 2013039059/18.

**Empebe S.A. - SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1116 Luxembourg, 6, rue Adolphe.

R.C.S. Luxembourg B 47.436.

Les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra au siège social 6, rue Adolphe, L-1116 Luxembourg, le 19 avril 2013 à 10.00 heures, pour délibérer sur l'ordre du jour conçu comme suit:

*Ordre du jour:*

1. Présentation des comptes annuels, du rapport du conseil d'administration et du rapport du commissaire aux comptes pour l'exercice clos au 31 décembre 2012,
2. Approbation des comptes annuels au 31 décembre 2012 et affectation du résultat,
3. Décharge à donner aux administrateurs et au commissaire aux comptes,
4. Nominations statutaires,
5. Divers.

*Le Conseil d'administration.*

Référence de publication: 2013041568/833/18.

---

**COLUPA S.A., Société de Gestion de Patrimoine Familial, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-8437 Steinfort, 52, rue de Koerich.

R.C.S. Luxembourg B 28.367.

Les Actionnaires sont priés de bien vouloir assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

Qui se tiendra au siège social de la société le 26 avril 2013 à 11.00 heures avec l'ordre du jour suivant:

*Ordre du jour:*

1. Présentation et approbation du rapport de gestion du Conseil d'Administration
2. Présentation et approbation du Rapport du Commissaire aux comptes
3. Présentation et approbation des comptes annuels arrêtés au 31 décembre 2012
4. Affectation du résultat
5. Décharge à donner aux Administrateurs et au Commissaire aux comptes
6. Elections statutaires
7. Divers

*LE CONSEIL D'ADMINISTRATION.*

Référence de publication: 2013032045/795/19.

---

**LCL Investments S.A., Société Anonyme.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.

R.C.S. Luxembourg B 158.072.

The Shareholders are hereby convened to attend the

**ANNUAL GENERAL MEETING**

which will be held on April 19, 2013 at 5.00 p.m. at the registered office, with the following agenda:

*Agenda:*

1. Submission of the management report of the Board of Directors and the report of the Statutory Auditor
2. Approval of the annual accounts and allocation of the results as at December 31, 2012
3. Discharge of the Directors and Statutory Auditor
4. Action on a motion relating to the possible winding-up of the company as provided by Article 100 of the modified Luxembourg law on commercial companies of August 10, 1915
5. Miscellaneous.

*The Board of Directors.*

Référence de publication: 2013042448/795/17.

---

**Ripiero Company S.A., Société Anonyme.**

Siège social: L-1471 Luxembourg, 412F, route d'Esch.  
R.C.S. Luxembourg B 35.630.

Les actionnaires sont convoqués par le présent avis à

**l'ASSEMBLEE GENERALE STATUTAIRE**

qui aura lieu le 19 avril 2013 à 14:00 heures au siège social, avec l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport de gestion du Conseil d'Administration et rapport du Commissaire aux Comptes
2. Approbation des comptes annuels et affectation des résultats au 31 décembre 2012
3. Ratification de la cooptation d'un Administrateur
4. Décharge aux Administrateurs et au Commissaire aux Comptes
5. Divers

*Le Conseil d'Administration.*

Référence de publication: 2013042451/795/16.

---

**Partidis S.A., Société Anonyme.**

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.  
R.C.S. Luxembourg B 15.262.

Messieurs les actionnaires de la Société Anonyme PARTIDIS S.A. sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le jeudi, 25 avril 2013 à 10.00 heures au siège social de la société à Luxembourg, 9b, bd Prince Henri.

*Ordre du jour:*

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2012.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2013045857/750/15.

---

**Miron S.A., Société Anonyme.**

Siège social: L-1219 Luxembourg, 17, rue Beaumont.  
R.C.S. Luxembourg B 37.577.

Messieurs les Actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE EXTRAORDINAIRE**

des Actionnaires prorogée au 2 mai 2013 à 10.30 heures, qui aura lieu au 17, rue Beaumont, L-1219 Luxembourg, pour délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Mise en cause de la responsabilité des administrateurs actuels de la Société, MM. Alexis DE BERNARDI, Jacopo ROSSI et Régis DONATI, sur base de l'article 59 alinéas 1 et 2 de la loi du 10 août 1915 concernant les sociétés commerciales telle que modifiée, pour les faits indiqués dans le courrier du 6 février 2013 adressé par IFM Trustees (NZ) Limited, agissant en sa qualité de trustee de THE ELMA TRUST, par le biais de son conseil, Me Trevisan au conseil d'administration de la Société.

La responsabilité des administrateurs est notamment engagée sur base des éléments suivants:

- a. Situation financière de la société
- b. Absence de distribution de dividendes
- c. Manque d'impartialité du conseil d'administration de la Société

Pour être valablement représentés à l'assemblée, les actionnaires doivent déposer les actions soit au siège social de la société, soit auprès de la SOCIETE EUROPEENNE DE BANQUE S.A., 19-21, boulevard du Prince Henri, L-1724 Luxembourg, au plus tard 5 jours calendaires avant la date de l'assemblée.

Référence de publication: 2013044752/23.

---

**Caribe Holding S.A. SPF, Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1143 Luxembourg, 2bis, rue Astrid.  
R.C.S. Luxembourg B 75.749.

Messieurs les actionnaires sont priés d'assister à

**l'ASSEMBLEE GENERALE STATUTAIRE REPORTEE**

des actionnaires qui se tiendra le 26 avril 2013 à 11.00 heures au siège social à Luxembourg pour délibérer de l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport du Conseil d'Administration et du Commissaire aux Comptes
2. Approbation des bilan, compte de pertes et profits et affectation des résultats au 31.12.2011
3. Décharge aux administrateurs et au commissaire aux comptes
4. Divers

*Le Conseil d'Administration.*

Référence de publication: 2013045848/788/16.

---

**Mutualité de Cautionnement et d'Aide aux Commerçants, Société Coopérative.**

Siège social: L-1615 Luxembourg, 7, rue Alcide de Gasperi.  
R.C.S. Luxembourg B 8.785.

Avis de convocation à

**l'ASSEMBLEE GENERALE EXTRAORDINAIRE**

qui se tiendra au siège social de la société 7, rue Alcide de Gasperi, L-1615 Luxembourg le mercredi, 24 avril 2013 à 10.00 heures.

L'ordre du jour est composé comme suit:

*Ordre du jour:*

1. Révocation du réviseur d'entreprise agréé pour l'exercice 2012
2. Nomination d'un nouveau réviseur d'entreprises agréé
3. Divers

*Le conseil d'administration.*

Référence de publication: 2013045361/1959/16.

---

**Delta Lloyd L, Société d'Investissement à Capital Variable.**

Siège social: L-1724 Luxembourg, 9, boulevard Prince Henri.  
R.C.S. Luxembourg B 24.964.

The Board of Directors convenes the Shareholders of the SICAV to attend the

**ANNUAL GENERAL MEETING**

to be held at the registered office of the company on 19 April 2013 at 11.00 with the following agenda:

*Agenda:*

1. Report of the Board of Directors and of the Authorised Auditor
2. Approval of the Financial Statements as at 31 December 2012
3. Allocation of Results
4. Discharge to the Directors
5. Renewal of the mandate of the Authorised Auditor
6. Statutory Elections

In order to attend the meeting, the owners of bearer shares will have to deposit their shares five clear days before the meeting at BANQUE DE LUXEMBOURG (14, boulevard Royal, L-2449 LUXEMBOURG).

The Shareholders are advised that no quorum is required and that decisions will be taken by a simple majority of the votes cast. Proxies are available at the registered office of the SICAV.

The Shareholders who wish to attend the Meeting must inform the Board of Directors (ifs.fds@bdl.lu) at least five calendar days before the Meeting.

Référence de publication: 2013041567/755/22.

---

**Mutualité des P.M.E., Société Coopérative.**

Siège social: L-1630 Luxembourg, 58, rue Glesener.  
R.C.S. Luxembourg B 4.556.

Nous prions Mesdames et Messieurs les associés de la Mutualité des P.M.E. de bien vouloir assister à  
l'ASSEMBLEE GENERALE ORDINAIRE

qui se tiendra au siège social à Luxembourg, 58, rue Glesener, le vendredi, 26 avril 2013 à 11.00 heures, pour délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport général du conseil d'administration.
2. Rapport des commissaires aux comptes et du réviseur.
3. Approbation des comptes annuels et affectation des résultats.
4. Décharge à donner aux administrateurs et aux commissaires aux comptes.
5. Nominations statutaires: administrateurs, commissaires aux comptes, réviseur (art. 137 de la loi du 10 août 1915 et des actes modificatifs).
6. Fixation des émoluments à allouer aux administrateurs.
7. Divers.

*Le conseil d'administration.*

Référence de publication: 2013042947/20.

**Katla Manager Selection, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 14, boulevard Royal.  
R.C.S. Luxembourg B 72.942.

The Board of Directors is pleased to convene the shareholders of KATLA MANAGER SELECTION to attend the  
ANNUAL GENERAL MEETING  
to be held at the registered office of the SICAV on 29 April 2013 at 11.00 a.m. with the following agenda:

*Agenda:*

1. Report of the Board of Directors and of the approved statutory auditor
2. Approval of the annual accounts as at 31 December 2012
3. Allocation of the results
4. Discharge to the directors
5. Renewal of the mandate of the approved statutory auditor
6. Statutory elections
7. Miscellaneous

The shareholders are advised that no quorum for the statutory general meeting is required and that decisions will be taken by simple majority of the votes cast. Proxies are available at the registered office of the SICAV. Shareholders, who wish to attend the annual general meeting, are requested to inform the Board of Directors (Fax nr: +352 49 924 2501 - ifs.fds@bd.lu) at least five calendar days prior to the annual general meeting.

Référence de publication: 2013045854/755/21.

**Capital Italia, Société d'Investissement à Capital Variable.**

Siège social: L-8070 Bertrange, 31, Zone d'Activités Bourmicht.  
R.C.S. Luxembourg B 8.458.

Shareholders are invited to attend the

ANNUAL GENERAL MEETING

of Shareholders ("AGM") of the Company, which will be held at its registered office on Tuesday 30 April 2013 at 10:00 am CET, with the following agenda:

*Agenda:*

1. Review of the report of the Board of Directors and of the Independent Auditors ("Réviseurs d'Entreprises") of the Company for the financial year ended 31 December 2012.
2. Approval of the Audited annual report of the Company for the financial year ended 31 December 2012.
3. Decision on the allocation of net results.

4. Discharge of the Directors of the Company for the financial year ended 31 December 2012.
5. Election of Mr. Enrico TURCHI, Ms Cinzia TAGLIABUE, Mr. Omar CHANAN, subject to CSSF approval, as Directors of the Company until the Annual General Meeting of Shareholders to be held in 2014.
6. Renewal of Independent Auditors' mandate for PRICEWATERHOUSECOOPERS S.À R.L. until the Annual General Meeting of Shareholders to be held in 2014.
7. Miscellaneous.

#### *Attendance*

- Proxy form: If you cannot be present in person and wish to be represented at the AGM, you are entitled to appoint a proxy holder to vote for you. A proxy holder does not need to be a Shareholder of the Company. The proxy form will remain in force if the AGM, for any reason, is postponed. The proxy form can be requested and returned by fax to +352 45 14 14 439 marked for the attention of Ms. Carole BENINGER or Mr. Olivier LANSAC, or by mail to the following address: 31, Z.A. Bourmicht, L-8070 Bertrange. To be valid, the proxy form must be completed and received at the registered office of the Company prior to 5:00 pm CET on Thursday 25 April 2013.

- Shareholders wishing to attend the AGM shall notify the Company of their intent to do so at least by 5:00 pm CET on Thursday 25 April 2013.

- Blocking Certificate: Holders of bearer shares, for which a physical certificate has been issued, will be admitted to take part and vote at the AGM by providing a blocking certificate. This document (to be sent with the proxy form if you intend to be represented) shall be issued by the bank, the professional securities' depository or the financial institution where the physical share certificate is on deposit. It must indicate the number mentioned on the share certificate and confirm that the share certificate itself is kept in a vault until midnight of the AGM date.

No quorum is required and decisions will be passed by a simple majority of the shares present or represented at the AGM.

The Audited Annual Report can be obtained on request at the registered office of the Company.

*The Board of Directors.*

Référence de publication: 2013045847/755/39.

### **JPMorgan Liquidity Funds, Société d'Investissement à Capital Variable.**

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 25.148.

Notice is hereby given that the

#### ANNUAL GENERAL MEETING

of Shareholders (the "Meeting") of JPMorgan Liquidity Funds (the "Company") will be held on Friday, 26 April 2013 at 11:00 CET, at the Registered Office of the Company, with the following Agenda:

#### *Agenda:*

1. Presentation of the Report of the Auditors for the accounting year ended November 30, 2012, and presentation and approval of the Report of the Board of Directors for the accounting year ended November 30, 2012.
2. Approval of the Financial Statements for the accounting year ended November 30, 2012.
3. Discharge of the Board of Directors in respect of their duties carried out for the accounting year ended November 30, 2012.
4. Approval of Directors' Fees.
5. Confirmation of the appointment of Mr John Li, co-opted by the Board of Directors on 28th June 2012, in replacement of Mr Pierre Jaans, and his election to serve as a Director of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on November 30, 2013.
6. Confirmation of the appointment of Mr Peter Schwicht, co-opted by the Board of Directors on 28th June 2012, in replacement of Mr James Broderick, and his election to serve as a Director of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on November 30, 2013.
7. Re-election of Mr Iain Saunders, Mr Jacques Elvinger, Mr Jean Frijns and Mr Berndt May to serve as Directors of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on November 30, 2013.
8. Re-election of PricewaterhouseCoopers S.à r.l. to serve as Auditors of the Company until the Annual General Meeting of Shareholders, approving the Financial Statements for the accounting year ending on November 30, 2013.
9. Allocation of the results as per the Audited Annual Report for the accounting year ended November 30, 2012.
10. Consideration of such other business as may properly come before the Meeting.

#### VOTING

Resolutions on the Agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed by Shareholders present or represented at the Meeting.



### VOTING ARRANGEMENTS

Shareholders who cannot personally attend the Meeting are requested to use the prescribed Form of Proxy. A Form of Proxy for voting is available at [www.jpmorganassetmanagement.com/extra](http://www.jpmorganassetmanagement.com/extra). Completed Forms of Proxy must be received by no later than the close of business in Luxembourg on Wednesday, 24 April 2013 at the Registered Office of the Company (Client Services Department, fax +352 3410 8000).

*By order of the Board of Directors.*

Référence de publication: 2013045853/755/39.

#### **Cleome Index, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 72.234.

#### L'ASSEMBLEE GENERALE ORDINAIRE

des actionnaires («l'Assemblée») de CLEOME INDEX aura lieu au siège social de la société, 69, route d'Esch, L-1470 Luxembourg le 26 avril 2013 à 11 heures

#### *Ordre du jour:*

1. Présentation et approbation des rapports du Conseil d'Administration et du Réviseur d'Entreprises au 31 décembre 2012
2. Approbation de l'état des actifs nets et de l'état des variations des actifs nets pour l'exercice clôturé au 31 décembre 2012
3. Affectation des résultats
4. Décharge à donner au Conseil d'Administration pour l'exercice clôturé au 31 décembre 2012
5. Election du Conseil d'Administration et du Réviseur d'Entreprises
6. Divers

Les actionnaires sont informés que les points à l'ordre du jour de l'Assemblée ne requièrent aucun quorum et que les décisions seront prises à la majorité simple des voix des actionnaires présents ou représentés.

Les actionnaires qui désirent assister personnellement à l'Assemblée sont priés, pour des raisons d'organisation, de s'inscrire avant le 24 avril 2013 auprès de CLEOME INDEX, 69, route d'Esch, L-1470 Luxembourg, à l'attention de Fund Corporate Services (Fax N° +352 / 2460-3331).

Pour être admis à l'Assemblée, les propriétaires d'actions au porteur sont priés de déposer leurs actions cinq jours calendaires avant l'Assemblée aux guichets de Banque Internationale à Luxembourg, 69, route d'Esch, L - 1470 Luxembourg.

Les actionnaires sont informés que le rapport annuel est disponible sur demande et sans frais auprès du siège social de la société ou peut leur être envoyé sans frais sur simple demande.

*CONSEIL D'ADMINISTRATION.*

Référence de publication: 2013045849/755/29.

#### **SPL Gestion, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 156.431.

Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la Sicav SPL GESTION à

#### L'ASSEMBLEE GENERALE ORDINAIRE

(«l'Assemblée») qui se tiendra le 30 avril 2013 à 11.00 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

#### *Ordre du jour:*

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises agréé
2. Approbation des comptes annuels arrêtés au 31 décembre 2012
3. Affectation des résultats
4. Quitus aux Administrateurs
5. Renouvellement du mandat du Réviseur d'Entreprises agréé
6. Nominations statutaires
7. Divers

Les Actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix exprimées des Actionnaires présents ou représentés. Des procurations sont disponibles au siège social de la SICAV.

Pour pouvoir assister à la présente Assemblée, les détenteurs d'actions au porteur doivent déposer leurs actions, au moins cinq jours francs avant l'Assemblée, auprès du siège ou d'une agence de la BANQUE DE LUXEMBOURG, Société Anonyme à Luxembourg.

Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (ifs.fds@bd.lu) de leur intention d'assister à l'Assemblée.

Référence de publication: 2013045858/755/26.

### **MHP S.A., Société Anonyme.**

Siège social: L-1882 Luxembourg, 5, rue Guillaume Kroll.

R.C.S. Luxembourg B 116.838.

We remind you that you are invited to attend a general meeting combining an

#### **ANNUAL MEETING and an EXTRAORDINARY GENERAL MEETING**

(the "Meeting") of shareholders of MHP S.A., a Luxembourg société anonyme incorporated under the laws of Luxembourg, having its registered office at 5, rue Guillaume Kroll L- 1882 Luxembourg, registered with the Luxembourg Trade and Companies' Register (Registre de Commerce et des Sociétés de Luxembourg) under number B 116.838 (the "Company"), which will be held on *April 29, 2013* at 12:00 (noon) CET at the registered office of the Company in order to deliberate upon the following agenda, which we have updated pursuant to the shareholder's proposal to include an additional item:

#### *Agenda:*

1. Presentation of the management report of the Board of Directors and of the independent auditor.
2. Presentation and approval MHP S.A. Consolidated Financial Statements Years Ended 31 December 2012, 2011 and 2010 and report of the réviseur d'entreprises (stand alone financial statements) as of 31.12. 2012.
3. Allocation of the results.
4. Ratification of the allocation of a part of the share premium to the non-distributable reserve for own shares in relation with the Company's shares bought back by the Company in accordance with article 49-5 (Law of 10th August 1915, concerning commercial companies).
5. Discharge to be granted to the independent auditor for the financial year ending 31 December 2012.
6. Discharge to be granted to the members of the Board of Directors for the financial year ending 31 December 2012.
7. Ratification of the director's remuneration for the financial year 2012 and approval of the director's remuneration for the financial year 2013.
8. Renewal of the mandate of the independent auditor until the following general meeting called to approve the annual accounts of the Company as of 31 December 2013.
9. Renewal of the mandates of Mr. Charles Adriaenssen, Mr. John Clifford Rich, Mr. John Grant, Mr. Yuriy A. Kosyuk, Ms. Victoriya B. Kapelushna, Mr. Yuriy Melnyk, Mr. Philippe Lamarche for the period of three years.
10. Acknowledgement of the resignation of the Company's former executive director Mr. Logusch who signed its letter of resignation on 27 April 2012.
11. Cancellation of the unsold portion of the MHP S.A. shares previously purchased under the Share Buy Back Programme and kept in treasury during three years; and decrease of the Company's share capital. Note: "the Board of Directors has decided not to submit this item to shareholders' vote in the light of the new proposed agenda item 14".
12. Subsequent amendment of article 5 of the Company's Articles of Association. Note: "the Board of Directors has decided not to submit this item to shareholders' vote in the light of the new proposed agenda item 14".
13. Miscellaneous.
14. Approval of the right of MHP S.A. to hold the unsold portion of shares purchased pursuant to the Share Buy Back Programme (approved by the EGM dated 5 October 2009) in treasury for an unlimited period.

#### *Share Capital of the Company*

The Company's issued share capital is set at two hundred twenty-one million five hundred forty thousand euros (EUR 221,540,000.-), consisting of one hundred ten million seven hundred seventy thousand (110,770,000.-) shares with a par value of two euro (EUR 2.-) each.

The Company has dematerialised 62,443,561 shares of the Company into 62,443,561 global depository receipts ("GDRs").

Each share or GDR entitles the holder thereof to one vote.

#### *Right to participate in the Meeting*

As indicated in the notice published on March 26, 2013 and the notice published on April 10, 2013, which relates to the updated agenda, on the website of the London's and the Luxembourg's Stock Exchanges, any shareholder or GDR holder who holds one or more shares or GDRs of the Company on April 15, 2013 at 24:00 o'clock CET (the "Record

Date"), to the exclusion of any other shareholder or GDR holder not fulfilling this condition, shall be admitted to the Meeting and shall have the right to exercise the voting rights attached to such shares or GDRs.

Shareholders or GDRs holders (whose shares or GDRs are held through the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository) should receive from such operator or depository or sub-depository a certificate certifying the number of shares or GDRs recorded in their account on the Record Date. In particular, shareholders or GDR holders who hold their shares through the facilities of the London Stock Exchange should receive a depository certificate from financial institutions (investment brokers or custodian banks) who are participants of the London Stock Exchange and who maintain the securities account for such shareholder or GDR holder.

If such shareholders and GDRs holders wish to participate to the Meeting (in person, via proxy or voting form), they should notify the Company and the operator or depository or sub-depository of their intention to participate by returning the information letter to the Company (by mail at MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu)) and to the operator or depository or sub-depository no later than the Record Date and provide the Company and the operator or depository or sub-depository with the relevant documentation evidencing their ownership of the shares or GDRs by no later than April 26, 2013 at 12:00 (noon) CET, to be deposited at the registered office of the Company.

Shareholders (whose shares are directly recorded on the Company's register and therefore not held via a depository or sub-depository) wishing to attend the Meeting (in person, via proxy or voting form) should notify the Company (MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu)) by returning the information letter, no later than April 15, 2013 at 24:00 o'clock CET, of that fact and provide the Company with the relevant documentation evidencing their ownership of the shares by no later than April 26, 2013 at 12:00 (noon) CET, to be deposited at the registered office of the Company.

In the event that any shareholder or GDR holder resorts to distance voting or votes through proxies, the voting form or the proxy form has to be deposited at the registered office of the Company no later than April 26, 2013 at 12:00 (noon) CET. Proxy forms, voting forms and letter of information are available on the website of the Company or upon demand made in writing to the registered office of the Company or by fax to +352 48 18 28 3461. The proxy form or the voting form may be submitted by mail to the registered office of the Company or by fax to +352 48 18 28 3461 or by e-mail to [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu). Only proxy forms, voting forms and information letters provided on the website of the Company, [www.mhp.com.ua/](http://www.mhp.com.ua/) shall be used and will be taken into account. One person may represent more than one shareholder.

GDR holders who wish to vote via the electronic system can give voting instructions to the chairman of the Meeting via the electronic system the operator of a securities settlement system or with a professional depository or sub-depository designated by such depository. In such case, the operator of a securities settlement system or a professional depository or sub-depository designated by such depository must, prior to the Meeting provide (i) a spreadsheet of the voting instructions in relation to the votes cast for, against and abstain in relation to each resolution of the agenda including a proxy to the chairman of the Meeting to be returned to the Company prior to the date of the Meeting and (ii) a certificate certifying the number of shares or GDRs recorded in their account on the Record Date.

Whether or not you propose to attend the Meeting in person, we request that the letter of information and/or form of proxy or voting form be completed and returned in accordance with the instructions printed thereon.

Completion and return of a form of proxy will not prevent shareholders or GDR holders from attending and voting at the Meeting, should they so wish.

#### *Right to have new items added to the agenda of the Meeting*

One or more shareholders or GDR holders holding together at least 5% of the share capital of the Company may:

- Add new items on the agenda of the Meeting duly enclosing an explanatory statement;
- May file proposed resolutions in relation with the items of the agenda or the additional items.

Such requests must be sent to the Company in writing by mail MHP S.A. c/o Alter Domus, 5, rue Guillaume Kroll, L-1882 Luxembourg, Grand Duchy of Luxembourg or by fax +352 48 18 28 3461 or by e-mail [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu). Such requests should enclose the related proposed resolutions or an explanatory statement and should indicate a mail or e-mail address to which the Company may send an acknowledgement of receipt.

Such requests should be sent to the Company by 8 April 2013. The Company will acknowledge the receipt of such requests within 48 hours upon reception.

The Company will publish an updated agenda of the Meeting at the latest on 12 April 2013.

Further information may be obtained on [www.mhp.com.ua/](http://www.mhp.com.ua/).

Shareholders and GDR holders may address all queries with respect to the Meeting by email to the following email address: [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu), or to the following address:

S.A. c/o Alter Domus  
5, rue Guillaume Kroll  
L-1882 Luxembourg, Grand Duchy of Luxembourg

On all related correspondence, kindly indicate the following notice:

"2013 Annual Ordinary and Extraordinary General Meeting of shareholders MHP S.A."

All documentation required under the law of 24 May 2011 implementing the Directive 2007/36 EC of the European Parliament and of the Council of 11 July 2007 on the exercise of certain rights of shareholders of listed companies including all documents to be presented to the Meeting, the proposed resolutions shall be available on the website of the Company [www.mhp.com.ua/](http://www.mhp.com.ua/) or may be obtained by sending an e-mail to [adlux-domh@alterdomus.lu](mailto:adlux-domh@alterdomus.lu) by mail at the registered office of the Company.

*The Board of Directors.*

Référence de publication: 2013045856/118.

---

**Life One, Société d'Investissement à Capital Variable.**

Siège social: L-2633 Senningerberg, 6A, route de Trèves.

R.C.S. Luxembourg B 102.356.

Mitteilung darüber, dass eine

**AUSSERORDENTLICHE GENERALVERSAMMLUNG**

der Anteilhaber der Life One (in Liquidation) (die „Gesellschaft“) vom Liquidator der Gesellschaft in Einklang mit Artikel 27 ihrer Satzung einberufen wurde, die am Sitz der Gesellschaft in 6A, route de Trèves, L-2633 Senningerberg am 30. April 2013 um 14.30 Uhr Ortszeit Luxemburg zum Zwecke der Beratung und Abstimmung über die folgenden Tagesordnungspunkte abgehalten wird.

*Tagesordnung:*

1. Vorlage und Genehmigung des Berichts des Liquidators.
2. Vorlage und Genehmigung des Berichts des Abschlussprüfers.
3. Vorlage und Genehmigung der letzten Ertragsverwendungen.
4. Entlastung des Verwaltungsrats, des Liquidators und des Abschlussprüfers.
5. Schließung der Liquidationsprozedur.
6. Bestimmung des Ortes, an dem die Bücher und Schriftstücke der Gesellschaft hinterlegt und für einen Zeitraum von 5 Jahren aufbewahrt werden.
7. Bestimmung des Ortes, an dem die den Gläubigern oder Gesellschaftern zustehenden Gelder und Werte, die denselben nicht übergeben werden, hinterlegt werden.
8. Sonstiges.

*Abstimmung:*

Die Beschlüsse auf der Tagesordnung können ohne Quorum mit einfacher Mehrheit der abgegebenen Stimmen gefasst werden.

Die Beschlussfähigkeits- und Mehrheitserfordernisse werden gemäß den am 24. April 2013 um Mitternacht MESZ (der „Stichtag“) ausgegebenen Anteilen bestimmt. Die Stimmrechte der Anteilhaber werden anhand der am Stichtag gehaltenen Anteile ermittelt.

*Modalitäten der Abstimmung:*

Zur Teilnahme und Stimmabgabe berechtigt sind die Anteilhaber, die eine Bestätigung ihrer Depotbank oder ihres Instituts vorlegen können, aus der die Anzahl der von ihnen am Stichtag gehaltenen Anteile hervorgeht und welche bis 11:00 Uhr MESZ am 26. April 2013 bei der Transferstelle, der RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, eingegangen sein muss.

Alle Anteilhaber, die zur Teilnahme und Abstimmung auf der Versammlung berechtigt sind, haben das Recht, einen Vertreter zu bestimmen, der an ihrer Stelle abstimmen darf. Um gültig zu sein, muss die Stimmrechtsvollmacht vollständig ausgefüllt und handschriftlich durch den Auftragserteilenden oder dessen Anwalt oder, falls der Auftragserteilende eine Gesellschaft ist, mit dem Firmensiegel oder handschriftlich durch einen Bevollmächtigten unterzeichnet werden und an die Transferstelle, die RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, geschickt werden, so dass sie bis 11:00 Uhr MESZ am 26. April 2013 in Luxemburg eingetroffen ist.

Stimmrechtsvollmachten für die Verwendung durch registrierte Anteilhaber sind bei der Transferstelle, der RBC Investor Services Bank S.A., Domiciliary Services, 14, Porte de France, 4360 Esch-sur-Alzette, Luxemburg, erhältlich. Die zum Vertreter ernannten Personen müssen nicht Anteilhaber der Gesellschaft sein. Die Ernennung eines Vertreters schließt den Anteilhaber nicht von der Teilnahme an der Versammlung aus.

Senningerberg, im April 2013.

*Der Liquidator .*

Référence de publication: 2013045855/755/45.

---

**Dival S.A., Société Anonyme - Société de Gestion de Patrimoine Familial.**

Siège social: L-1724 Luxembourg, 9B, boulevard du Prince Henri.

R.C.S. Luxembourg B 37.630.

Messieurs les actionnaires de la Société Anonyme DIVAL S.A. Société de gestion de patrimoine familial - SPF sont priés d'assister à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le jeudi, 25 avril 2013 à 11.00 heures au siège social de la société à Luxembourg, 9b, boulevard du Prince Henri.

*Ordre du jour:*

1. Rapports du Conseil d'Administration et du Commissaire aux Comptes.
2. Approbation des comptes annuels et affectation des résultats au 31.12.2012.
3. Décharge à donner aux Administrateurs et au Commissaire aux Comptes.
4. Nominations statutaires.
5. Divers.

*Le Conseil d'Administration.*

Référence de publication: 2013045850/750/18.

**FDH Patrimoine, Société d'Investissement à Capital Variable.**

Siège social: L-2449 Luxembourg, 14, boulevard Royal.

R.C.S. Luxembourg B 107.998.

Le Conseil d'Administration a l'honneur de convoquer les Actionnaires de la SICAV FDH PATRIMOINE à

**l'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le 30 avril 2013 à 11.00 heures au siège social, afin de délibérer sur l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport du Conseil d'Administration et du Réviseur d'Entreprises agréé
2. Approbation des comptes annuels arrêtés au 31 décembre 2012
3. Affectation des résultats
4. Quitus aux Administrateurs
5. Renouvellement du mandat du Réviseur d'Entreprises agréé
6. Nominations statutaires

Les Actionnaires sont informés que l'Assemblée n'a pas besoin de quorum pour délibérer valablement. Les résolutions, pour être valables, doivent réunir la majorité des voix exprimées des Actionnaires présents ou représentés. Des procurations sont disponibles au siège social de la SICAV.

Les Actionnaires en nom seront admis sur justification de leur identité, à condition d'avoir, au moins cinq jours francs avant l'Assemblée, informé le Conseil d'Administration (ifs.fds@bdl.lu) de leur intention d'assister à l'Assemblée.

Référence de publication: 2013045851/755/21.

**JPMorgan Investment Funds, Société d'Investissement à Capital Variable.**

Siège social: L-2633 Senningerberg, 6, route de Trèves.

R.C.S. Luxembourg B 49.663.

Notice is hereby given that the

**ANNUAL GENERAL MEETING**

of Shareholders (the "Meeting") of JPMorgan Investment Funds (the "Company") will be held on Friday, 26 April 2013 at 12:00 CET, at the Registered Office of the Company, with the following Agenda:

*Agenda:*

1. Presentation of the Report of the Auditors for the accounting year ended December 31, 2012, and presentation and approval of the Report of the Board of Directors for the accounting year ended December 31, 2012.
2. Approval of the Financial Statements for the accounting year ended December 31, 2012.
3. Discharge of the Board of Directors in respect of their duties carried out for the accounting year ended December 31, 2012.
4. Approval of Directors' Fees.

5. Confirmation of the appointment of Mr John Li, co-opted by the Board of Directors on 28<sup>th</sup> June 2012, in replacement of Mr Pierre Jaans, and his election to serve as a Director of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on December 31, 2013.
6. Confirmation of the appointment of Mr Peter Schwicht, co-opted by the Board of Directors on 28<sup>th</sup> June 2012, in replacement of Mr James Broderick, and his election to serve as a Director of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on December 31, 2013.
7. Re-election of Mr Iain Saunders, Mr Jacques Elvinger, Mr Jean Frijns and Mr Berndt May to serve as Directors of the Company until the Annual General Meeting of Shareholders approving the Financial Statements for the accounting year ending on December 31, 2013.
8. Re-election of PricewaterhouseCoopers S.à r.l. to serve as Auditors of the Company until the Annual General Meeting of Shareholders, approving the Financial Statements for the accounting year ending on December 31, 2013.
9. Allocation of the results as per the Audited Annual Report for the accounting year ended December 31, 2012.
10. Consideration of such other business as may properly come before the Meeting.

#### VOTING

Resolutions on the Agenda of the Meeting will require no quorum and will be taken at the majority of the votes expressed by Shareholders present or represented at the Meeting.

#### VOTING ARRANGEMENTS

Shareholders who cannot personally attend the Meeting are requested to use the prescribed Form of Proxy. A Form of Proxy for voting is available at [www.jpmorganassetmanagement.com/extra](http://www.jpmorganassetmanagement.com/extra). Completed Forms of Proxy must be received by no later than the close of business in Luxembourg on Wednesday, 24 April 2013 at the Registered Office of the Company (Client Services Department, fax +352 3410 8000).

*By order of the Board of Directors.*

Référence de publication: 2013045852/755/39.

---

### **ASR Fonds, Société d'Investissement à Capital Variable.**

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 109.355.

#### The STATUTORY GENERAL MEETING

will be held at 10.00 a.m. on *Wednesday April 24, 2013* at the premises of BNP Paribas Investment Partners Luxembourg, sis 33, rue de Gasperich, building H2O, block A, ground floor, L-5826 Hesperange, Grand Duchy of Luxembourg, to deliberate on the following agenda:

#### *Agenda:*

1. Presentation and approval of the reports of the Board of Directors and of the auditors;
2. Approval of the annual accounts for the financial period closed as at December 31, 2012 and allocation of the results;
3. Discharge to the Directors for the exercise of their mandates;
4. Statutory appointments;
5. Miscellaneous.

The owners of bearer shares wishing to attend or to be represented at the Meeting are asked to deposit their shares, at least five full days before the Meeting, at the counters of the agents responsible for the financial service, as mentioned in the prospectus.

The owners of registered shares wishing to attend or to be represented at the Meeting are admitted upon proof of their identity, subject to having made known their intention to take part in the Meeting at least five full days before the Meeting.

The Meeting will validly deliberate regardless of the number of shares present or represented and the decisions will be taken by a simple majority of the shares present or represented; account shall not be taken of abstentions. Every share, whatever its unit value, gives the right to one vote. Fractional shares shall have no voting right.

Annual accounts, as well as the report of the Auditor and the management report are available at the Registered Office of the Company. Shareholders may request that these documents are sent to them. They have to send their request by mail to the following address: BNP Paribas Investment Partners Luxembourg, 33, rue de Gasperich, L-5826 Hesperange - [fs.lu.legal@bnpparibas-ip.com](mailto:fs.lu.legal@bnpparibas-ip.com).

*THE BOARD OF DIRECTORS.*

Référence de publication: 2013040823/755/31.

---

**Prosper Funds Sicav, Société d'Investissement à Capital Variable - Fonds d'Investissement Spécialisé.**

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 150.045.

Les actionnaires sont priés de bien vouloir assister à

**L'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le mercredi 24 avril 2013 à 11.00 heures au siège social de la Société, pour délibérer et voter sur l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport du Conseil d'Administration
2. Rapport du Réviseur d'Entreprises
3. Examen et approbation des comptes annuels au 31.12.2012
4. Décharge à donner aux Administrateurs
5. Affectation du résultat
6. Nominations statutaires
7. Divers

Aucun quorum n'est requis pour les points à l'ordre du jour de l'Assemblée et les décisions seront prises à la majorité simple des voix exprimées des actionnaires présents ou représentés à l'Assemblée.

Pour pouvoir assister à l'Assemblée, les propriétaires d'actions au porteur sont priés de déposer leurs actions au siège social de la Société cinq jours francs avant la date fixée pour l'Assemblée.

Les actionnaires sont informés que le rapport annuel est disponible sur demande et sans frais auprès du siège social de la société.

*Le Conseil d'Administration.*

Référence de publication: 2013042470/755/25.

---

**Oyster, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 55.740.

**L'ASSEMBLEE GENERALE ORDINAIRE**

des actionnaires («l'Assemblée») de OYSTER aura lieu dans les locaux de RBC Investor Services Bank SA, 14, Porte de France, L-4360 Esch-sur-Alzette, le 18 avril 2013 à 15.00 heures.

*Ordre du jour:*

1. Approbation des rapports du conseil d'administration et du réviseur d'entreprises de la Sicav;
2. Approbation des comptes de la Sicav pour l'exercice social se terminant le 31 décembre 2012;
3. Affectation des résultats de l'exercice social se terminant le 31 décembre 2012;
4. Décharge donnée aux administrateurs de la Sicav (les «Administrateurs») pour les décisions prises dans le cadre de leur mandat pour l'exercice social se terminant le 31 décembre 2012;
5. Élection des Administrateurs jusqu'à la prochaine assemblée générale annuelle approuvant les comptes pour l'exercice social se terminant le 31 décembre 2013 dont:
  - M. Alfredo Piacentini;
  - M. Massimo Paolo Gentili;
  - M. Régis Deymié;
  - Me Claude Kremer.Les Administrateurs mentionnés ci-dessus sont tous proposés par les détenteurs d'actions de la Classe P conformément aux statuts de la Sicav. Une liste complète des Administrateurs proposés à l'élection par les détenteurs d'actions de la Classe P et, le cas échéant par tout autre actionnaire, est disponible au siège social de la Sicav.
6. Paiement des tantièmes;
7. Reconduite du mandat donné à PricewaterhouseCoopers en qualité de réviseur d'entreprises de la Sicav, jusqu'à la prochaine assemblée générale annuelle approuvant les comptes pour l'exercice social se terminant le 31 décembre 2013;
8. Divers.

Les actionnaires sont informés que les points à l'ordre du jour de l'Assemblée Générale Annuelle, à l'exception du point 5, ne requièrent aucun quorum et que les décisions seront prises par vote favorable de la majorité des voix des actionnaires présents ou représentés.

Concernant le point 5, les actionnaires sont informés que les Administrateurs ne pourront être élus que par le vote affirmatif des actionnaires représentant au moins deux-tiers des actions de la Sicav présentes ou représentées à l'Assemblée Générale Annuelle à laquelle 50% des actions de la Sicav devront être présentes, représentées et votantes.

Si ce quorum n'est pas atteint lors de l'Assemblée Générale Annuelle, une seconde assemblée sera convoquée sur ce point et les Administrateurs seront élus par le vote affirmatif des actionnaires représentant au moins deux-tiers des actions de la Sicav présentes, représentées et votantes à cette assemblée, sans exigence de quorum.

Les actionnaires pourront consulter les comptes annuels, les rapports des réviseurs d'entreprises et des Administrateurs visés ci-dessus au siège social de la Sicav. Chaque actionnaire pourra demander à ce que ces documents lui soient adressés.

Si vous n'êtes pas en mesure d'assister à l'Assemblée Générale Ordinaire, vous avez la possibilité de vous faire représenter par le biais de la procuration ci-jointe. Merci de compléter et signer la procuration et de la renvoyer pour le 17 avril 2013 à OYSTER Sicav c/o RBC Investor Services Bank SA, 14, Porte de France, L-4360 Esch-sur-Alzette, à l'attention de Fund Corporate Services - Domiciliation (Fax N° +352 / 2460-3331), ceci pour des raisons d'organisation.

Luxembourg, le 2 avril 2013.

*Pour le Conseil .*

Référence de publication: 2013042467/755/46.

---

**Asia Pacific Performance, Société d'Investissement à Capital Variable.**

Siège social: L-2453 Luxembourg, 12, rue Eugène Ruppert.

R.C.S. Luxembourg B 50.269.

Les actionnaires sont priés de bien vouloir assister à

**L'ASSEMBLEE GENERALE ORDINAIRE**

qui se tiendra le mardi 23 avril 2013 à 14.00 heures au siège social de la Société, pour délibérer et voter sur l'ordre du jour suivant:

*Ordre du jour:*

1. Rapport du Conseil d'Administration
2. Rapport du Réviseur d'Entreprises
3. Examen et approbation des comptes annuels au 31.12.2012
4. Décharge à donner aux Administrateurs
5. Affectation du résultat
6. Nominations statutaires
7. Divers

Aucun quorum n'est requis pour les points à l'ordre du jour de l'Assemblée et les décisions seront prises à la majorité simple des voix des actionnaires présents ou représentés à l'Assemblée.

Pour pouvoir assister à l'Assemblée, les propriétaires d'actions au porteur sont priés de déposer leurs actions au siège social de la Société cinq jours francs avant la date fixée pour l'Assemblée.

Les actionnaires sont informés que le rapport annuel est disponible sur demande et sans frais auprès du siège social de la société.

*Le Conseil d'Administration.*

Référence de publication: 2013042456/755/25.

---

**BNP Paribas LDI Solution, Société d'Investissement à Capital Variable.**

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 108.079.

**The ANNUAL GENERAL MEETING**

will be held on Tuesday April 23, 2013 at 10:00 a.m., in the Offices of BNP Paribas Investment Partners Luxembourg, located at 33, rue de Gasperich, Building H2O, block A, ground floor, L-5826 Hesperange, Grand Duchy of Luxembourg, in order to deliberate on the following agenda:

*Agenda:*

1. Presentation and approval of the reports of the Board of Directors and of the Auditor;
2. Approval of the annual accounts for the financial period closed as at December 31, 2012 and allocation of the results;
3. Discharge to the Directors for the performance of their mandates;
4. Statutory appointments;
5. Miscellaneous.



The owners of bearer shares wishing to attend or to be represented at the Meeting are asked to deposit their shares, at least five full days before the Meeting, at the counters of the agents responsible for the financial service, as mentioned in the prospectus.

The owners of registered shares wishing to attend or to be represented at the Meeting are admitted upon proof of their identity, subject to having made known their intention to take part in the Meeting at least five full days before the Meeting.

The Meeting will validly deliberate regardless of the number of shares present or represented and the decisions will be taken by a simple majority of the shares present or represented; account shall not be taken of abstentions. Every share, whatever its unit value, gives the right to one vote. Fractional shares shall have no voting right.

Annual accounts, as well as the report of the auditor and the management report are available on the registered office of the Company. Shareholders may request that these documents are sent to them. They have to send their request by mail to the following address : BNP Paribas Investment Partners Luxembourg, 33, rue de Gasperich, L-5826 Hesperange - fs.lu.legal@bnpparibas-ip.com.

THE BOARD OF DIRECTORS.

Référence de publication: 2013040828/755/31.

**Dexia Money Market, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.  
R.C.S. Luxembourg B 26.803.

L'ASSEMBLEE GENERALE ORDINAIRE

des actionnaires («l'Assemblée») de DEXIA MONEY MARKET aura lieu au siège social de la société, 69, route d'Esch, L-1470 Luxembourg le 18 avril 2013 à 16 heures

*Ordre du jour:*

1. Présentation et approbation des rapports du Conseil d'Administration et du Réviseur d'Entreprises au 31 décembre 2012
2. Approbation de l'état des actifs nets et de l'état des variations des actifs nets pour l'exercice clôturé au 31 décembre 2012
3. Affectation des résultats
4. Décharge à donner au Conseil d'Administration pour l'exercice clôturé au 31 décembre 2012
5. Election du Conseil d'Administration et du Réviseur d'Entreprises
6. Divers

Les actionnaires sont informés que les points à l'ordre du jour de l'Assemblée ne requièrent aucun quorum et que les décisions seront prises à la majorité simple des voix des actionnaires présents ou représentés.

Les actionnaires qui désirent assister personnellement à l'Assemblée sont priés, pour des raisons d'organisation, de s'inscrire avant le 16 avril 2013 auprès de DEXIA MONEY MARKET, 69, route d'Esch, L-1470 Luxembourg, à l'attention de Fund Corporate Services (Fax N° +352 / 2460-3331).

Pour être admis à l'Assemblée, les propriétaires d'actions au porteur sont priés de déposer leurs actions cinq jours calendaires avant l'Assemblée aux guichets de Banque Internationale à Luxembourg, 69, route d'Esch, L-1470 Luxembourg.

Les actionnaires sont informés que le rapport annuel est disponible sur demande et sans frais auprès du siège social de la société ou peut leur être envoyé sans frais sur simple demande.

CONSEIL D'ADMINISTRATION.

Référence de publication: 2013042462/755/28.

**RBS Market Access, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.  
R.C.S. Luxembourg B 78.567.

Notice is hereby given that the

ANNUAL GENERAL MEETING

of shareholders of RBS MARKET ACCESS ("the Fund") will be held at the premises of RBC Dexia Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette on April 18, 2013 at 2.00 p.m. with the following agenda:

*Agenda:*

1. To resolve on the approval of:
  - a. the Management Report,
  - b. the report of the independent auditor of the SICAV.

2. To resolve on the approval of the statement of net assets and the statement of changes in net assets for the year ended December 31, 2012 and on the approval of the allocation of the net results.
3. To resolve on the discharge of the directors of the SICAV with respect to the performance of their duties during the year ended December, 31, 2012.
4. To resolve on the reelection of the directors of the SICAV to serve until the next annual general meeting of the shareholders of the SICAV.
5. To resolve on the reelection of PricewaterhouseCoopers S.à.r.l. as the independent auditor of the SICAV to serve until the next annual general meeting of the shareholders of the SICAV.
6. Any other business.

The shareholders are advised that no quorum is required for the items on the agenda of the annual general meeting and that decisions will be taken on a simple majority of the shares present or represented and voting at the meeting.

For organizational reasons, those shareholders who hold bearer shares and who wish to attend the annual general meeting in person are requested to block their shares at the depositary 5 clear days prior to the meeting and to provide the registered office of the Fund with the related certificate, stating that these shares remain blocked until the end of the annual general meeting.

Shareholders who cannot be personally present at the meeting and want to be represented are requested to sign and date the proxy form available at the registered office of the Fund at 69, route d'Esch, L-1470 Luxembourg, and return it at the same address, at least 3 days before the meeting, to the attention of Mrs. Maud Bottger.

THE BOARD OF DIRECTORS.

Référence de publication: 2013042471/755/33.

---

**Eastspring Investments, Société d'Investissement à Capital Variable.**

Siège social: L-1930 Luxembourg, 34-38, avenue de la Liberté.

R.C.S. Luxembourg B 81.110.

—  
EXTRAIT

Il résulte des résolutions circulaires du conseil d'administration de la Société prises le 27 décembre 2012 que le siège social de la Société est transféré du 2-4, avenue Eugène Ruppert, L-2453 Luxembourg, Grand-duché de Luxembourg, au 34-38 avenue de la Liberté, L-1930 Luxembourg, Grand-duché de Luxembourg, avec effet au 1<sup>er</sup> avril 2013.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 1<sup>er</sup> avril 2013.

*Pour la Société*

*Un mandataire*

Référence de publication: 2013043094/15.

(130052559) Déposé au registre de commerce et des sociétés de Luxembourg, le 3 avril 2013.

---

**Dexia Bonds, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 30.659.

—  
L'ASSEMBLEE GENERALE ORDINAIRE

des actionnaires («l'Assemblée») de DEXIA BONDS aura lieu au siège social de la société, 69, route d'Esch, L-1470 Luxembourg le 18 avril 2013 à 15 heures

*Ordre du jour:*

1. Présentation et approbation des rapports du Conseil d'Administration et du Réviseur d'Entreprises au 31 décembre 2012
2. Approbation de l'état des actifs nets et de l'état des variations des actifs nets pour l'exercice clôturé au 31 décembre 2012
3. Affectation des résultats
4. Décharge à donner au Conseil d'Administration pour l'exercice clôturé au 31 décembre 2012
5. Election du Conseil d'Administration et du Réviseur d'Entreprises
6. Divers

Les actionnaires sont informés que les points à l'ordre du jour de l'Assemblée ne requièrent aucun quorum et que les décisions seront prises à la majorité simple des voix des actionnaires présents ou représentés.

Les actionnaires qui désirent assister personnellement à l'Assemblée sont priés, pour des raisons d'organisation, de s'inscrire avant le 16 avril 2013 auprès de DEXIA BONDS, 69, route d'Esch, L-1470 Luxembourg, à l'attention de Fund Corporate Services (Fax N° +352 / 2460-3331).

Pour être admis à l'Assemblée, les propriétaires d'actions au porteur sont priés de déposer leurs actions cinq jours calendaires avant l'Assemblée aux guichets de Banque Internationale à Luxembourg, 69, route d'Esch, L - 1470 Luxembourg.

Les actionnaires sont informés que le rapport annuel est disponible sur demande et sans frais auprès du siège social de la société ou peut leur être envoyé sans frais sur simple demande.

CONSEIL D'ADMINISTRATION.

Référence de publication: 2013042461/755/29.

**Dundee International (Luxembourg) Fund 1 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 1 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 1 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045070/13.

(130054648) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

**Assenagon Asset Management S.A., Société Anonyme.**

Siège social: L-1736 Senningerberg, 1B, Heienhaff.

R.C.S. Luxembourg B 129.914.

Das Verwaltungsreglement das Assenagon Substanz wurde beim Handels- und Gesellschaftsregister von Luxemburg hinterlegt.

Zwecks Veröffentlichung im Mémorial, Recueil des Sociétés et Associations.

Unterschrift.

Référence de publication: 2013043468/11.

(130053198) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 avril 2013.

**Market Access II, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 129.800.

Notice is hereby given that the

**ANNUAL GENERAL MEETING**

of shareholders of MARKET ACCESS II (the "Fund") will be held at the premises of RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette on *April 18, 2013* at 4.00 p.m. with the following agenda:

*Agenda:*

1. To review the Management Report of the Board of Directors and the Report of the Auditors in connection with the financial statements for the year ended December 31, 2012.
2. To approve the Statement of Net Assets and the Statement of Changes in Net Assets for the year ended December 31, 2012 and to approve the allocation of the net results.
3. To discharge the Directors with respect to the performance of their duties during the year ended December 31, 2012.
4. To renew the terms of office of the Directors to serve until the next Annual General Meeting of shareholders.
5. To renew the appointment of the Auditors to serve until the next Annual General Meeting of shareholders.
6. Any other business.

The shareholders are advised that no quorum is required for the items on the agenda of the Annual General Meeting and that decisions will be taken on a simple majority of the shares present or represented at the Meeting and voting.

For organizational reasons, those shareholders who hold bearer shares and who wish to attend the annual general meeting in person are requested to block their shares at the depositary 5 clear days prior to the meeting and to provide

the registered office of the company, at 69, route d'Esch, L-1470 Luxembourg, with the related certificate, stating that these shares remain blocked until the end of the annual general meeting.

THE BOARD OF DIRECTORS.

Référence de publication: 2013042464/755/27.

---

**Dundee International (Luxembourg) Fund 2 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 2 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee international (Luxembourg) Fund 2 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045071/13.

(130054650) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**Market Access III, Société d'Investissement à Capital Variable.**

Siège social: L-1470 Luxembourg, 69, route d'Esch.

R.C.S. Luxembourg B 140.329.

Notice is hereby given that the

**ANNUAL GENERAL MEETING**

of shareholders of MARKET ACCESS III (the "Fund") will be held at the premises of RBC Investor Services Bank S.A., 14, Porte de France, L-4360 Esch-sur-Alzette on *April 18, 2013* at 4.00 p.m. with the following agenda:

*Agenda:*

1. To review the Management Report of the Board of Directors and the Report of the Auditors in connection with the financial statements for the year ended December 31, 2012.
2. To approve the financial statements for the year ended December 31, 2012 and to approve the allocation of the net results.
3. To discharge the Directors with respect to the performance of their duties during the year ended December 31, 2012.
4. To renew the terms of office of the Directors to serve until the next Annual General Meeting of shareholders.
5. To renew the appointment of the Auditors to serve until the next Annual General Meeting of shareholders.
6. Any other business.

The shareholders are advised that no quorum is required for the items on the agenda of the Annual General Meeting and that decisions will be taken on a simple majority of the shares present or represented at the Meeting and voting.

For organizational reasons, those shareholders who hold bearer shares and who wish to attend the annual general meeting in person are requested to block their shares at the depositary 5 clear days prior to the meeting and to provide the registered office of the company, at 69, route d'Esch, L-1470 Luxembourg, with the related certificate, stating that these shares remain blocked until the end of the annual general meeting.

THE BOARD OF DIRECTORS.

Référence de publication: 2013042465/755/27.

---

**Dundee International (Luxembourg) Fund 3 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 3 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 3 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045072/13.

(130054658) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

### **Dundee International (Luxembourg) Fund 4 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 4 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 4 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045073/13.

(130054661) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

### **Dundee International (Luxembourg) Fund 5 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 5 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 5 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045074/13.

(130054664) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

### **Dundee International (Luxembourg) Fund 6 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 6 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 6 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045075/13.

(130054665) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

### **Northgate Private Equity S.A. (FIS), Société Anonyme.**

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 127.892.

In the year two thousand and thirteen, on the twenty first day of March.

Before Maître Paul Decker, public notary residing in Luxembourg, Grand Duchy of Luxembourg.

Was held an extraordinary general meeting of shareholders of "Northgate Private Equity", a public limited company qualifying as a fonds d'investissement specialise, having its registered office at 5, Allée Scheffer, L-2520 Luxembourg, registered with the Luxembourg Register of Trade and Companies under the number B 127.892. The Company was incorporated under Luxembourg laws on 13 April 2007 pursuant to a deed of Maître Joseph Elvinger, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations on 29 May 2007. The articles of association of the Company were amended several times and for the last time on 10 May 2012 pursuant to a deed of Maître Henri Hellinckx, notary residing in Luxembourg, Grand Duchy of Luxembourg, published in the Mémorial C, Recueil des Sociétés et Associations on 20 June 2012.

The meeting was opened at 11.00 a.m. (Luxembourg time) with Céline Parmentier, professionally residing in Luxembourg, in the chair, who appointed as secretary Mrs Alexandra Schmitt, professionally residing in Luxembourg.

The meeting elected as scrutineer Mrs Viviane Rouarch, professionally residing in Luxembourg.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state:

I. - That all the shares of the Company being registered shares, the present meeting has been convened by notices containing the agenda and sent by registered mail to each of the registered shareholders of the Company on 11 March 2013,

II. - That the shareholders present or represented and the number of their shares are shown on an attendance list, this attendance list, signed by the shareholders, the proxies of the represented shareholders and by the board of the meeting, will remain annexed to the present deed to be filed at the same time with the registration authorities,

III. - That as appears from the said attendance list, 33,920 (thirty-three thousand nine hundred and twenty) shares out of 58,160 (fifty-eight thousand one hundred and sixty) shares issued and outstanding at midnight (Luxembourg time) on the fifth day prior to the present extraordinary general meeting are present or represented.

IV. - That the agenda of the meeting is the following:

#### *Agenda*

1. Amendment of the Articles of Incorporation (the "Articles") in order to reflect the following:

2. Amendment of Article 21 in order to change the date of the annual general meeting of shareholders so that the meeting shall be held on the 3rd Wednesday of the month of September at 2 p.m.

3. Amendment of Article 25 in order to modify the fiscal year of the Company so that the Company's year commences on the 1st of April of each year and ends on the 31<sup>st</sup> of March of the following year.

4. Insertion of Article 31 which provides for the transitory provisions with regard to the current fiscal year which started on 1 January 2013 and shall end on 31 March 2013 and to an annual general meeting which shall exceptionally be held on 19 June 2013. The said Article shall read as follows:

" **Art. 31. Transitory Provisions.** Further to the modification of Articles 21 and 25, the transitory provisions shall apply as follows:

(i) the current fiscal year started on 1 January 2013 and shall end on 31 March of the same year.

(ii) without prejudice to Article 21 above, an annual general meeting shall exceptionally be held on 19 June 2013 so as to approve in particular the annual accounts relating to the fiscal year which ended on 31 December 2012."

Then the general meeting, after due consideration, took the following resolutions:

#### *First resolution*

The general meeting RESOLVES TO restate paragraph 4 of Article 21, to be read as follows:

"The annual general meeting shall be held on the 3rd Wednesday of the month of September at 2 p.m. at the registered office of the Company or at another place in Luxembourg, as specified in the convening notice. If such day is not a day on which banks are open for normal business in Luxembourg and/or in New York (a eBusiness Day»), the annual general meeting shall be held on the next following Business Day."

#### *Second resolution*

The general meeting RESOLVES TO restate Article 25 "Fiscal Year", to be read as follows:

" **Art. 25. Fiscal Year.** The Company's year commences on the first of April of each year and ends on the thirty-first of March of the following year."

#### *Third resolution*

The general meeting RESOLVES TO insert Article 31 "Transitory Provisions", to be read as follows:

" **Art. 31. Transitory Provisions.** Further to the modification of Articles 21 and 25, the transitory provisions shall apply as follows:

(i) the current fiscal year started on 1 January 2013 and shall end on 31 March of the same year.

(ii) without prejudice to Article 21 above, an annual general meeting shall exceptionally be held on 19 June 2013 so as to approve in particular the annual accounts relating to the fiscal year which ended on 31 December 2012."

#### *Fourth resolution*

The general meeting acknowledges that the French translation of the Articles is not required anymore in accordance with Article 26 (2) of the law of 13 February 2007 relating to specialised investment funds, as amended by the law of 26 March 2012, and that therefore no French translation of the Articles will follow the English version.

#### *Expenses*

The above named persons declare that the expenses, costs, fees and charges of any kind whatsoever, which fall to be paid by the Company as a result of this deed, amount approximately to one thousand three hundred euro (1,300.- EUR).

There being no further items on the agenda, the general meeting was thereupon closed.

Whereof, the present deed is drawn up in Luxembourg, on the date at the beginning of this deed.

The undersigned notary, who speaks and understands English, states herewith that on request of the appearing persons, the present deed is worded in English.

The document having been given for reading to the named persons, they signed together with the notary the present deed.

Signé: C. PARMENTIER, A. SCHMITT, V. ROUARCH, P.DECKER.

Enregistré à Luxembourg A.C., le 27/03/2013. Relation: LAC/2013/14141. Reçu 75,- € (soixante-quinze Euros).

Le Receveur (signé): Irène THILL.

Pour copie conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 03/04/2013.

Référence de publication: 2013043897/81.

(130052942) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 avril 2013.

---

#### **Dundee International (Luxembourg) Fund 7 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 7 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 7 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045076/13.

(130054667) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

#### **Dundee International (Luxembourg) Fund 8 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 8 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 8 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045077/13.

(130054669) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

#### **Lombard Odier Funds II, Société d'Investissement à Capital Variable.**

Siège social: L-2520 Luxembourg, 5, allée Scheffer.

R.C.S. Luxembourg B 106.666.

*Extrait des résolutions prises lors de l'Assemblée Générale Ordinaire en date du 28 février 2013*

En date du 28 février 2013, l'Assemblée Générale Ordinaire a décidé:

- de renouveler les mandats de Monsieur Bernard Droux, Monsieur Alexandre Meyer, Monsieur Yvar Mentha, Madame Francine Keiser et Monsieur Patrick Zurstrassen en qualité d'Administrateurs pour une durée d'un an, jusqu'à la prochaine Assemblée Générale Ordinaire en 2014.

- de renouveler le mandat de PricewaterhouseCoopers, Société coopérative, en qualité de réviseur d'entreprise pour une durée d'un an, jusqu'à la prochaine Assemblée Générale Ordinaire en 2014.

Luxembourg, le 28 février 2013.

Pour extrait sincère et conforme

Lombard Odier Funds (Europe) S.A.

Référence de publication: 2013029268/17.

(130035648) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

---

**Dundee International (Luxembourg) Fund 9 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 9 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 9 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045078/13.

(130054671) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**Dundee International (Luxembourg) Fund 10 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 10 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 10 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045079/13.

(130054673) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**Dundee International (Luxembourg) Fund 11 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 11 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 11 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045080/13.

(130054674) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**CS Investment Funds 3, Société d'Investissement à Capital Variable,  
(anc. Credit Suisse Fund I (Lux)).**

Siège social: L-2180 Luxembourg, 5, rue Jean Monnet.

R.C.S. Luxembourg B 89.370.

In the year two thousand and thirteen, on the twenty-seventh day of the month of February;

Before Us M<sup>e</sup> Carlo WERSANDT, notary residing in Luxembourg (Grand Duchy of Luxembourg), undersigned;

Was held an extraordinary general meeting of the shareholders (the "Meeting") of Credit Suisse Fund I (Lux), a public limited liability company (société anonyme) qualifying as an investment company with variable capital (société d'investissement à capital variable), established and having its registered office at 5, rue Jean Monnet, L-2180 Luxembourg (Grand Duchy of Luxembourg), registered with the Trade and Companies Registry of Luxembourg under number B 89370, (the "Company"), incorporated pursuant to a deed of Me Marc LECUIT, notary then residing in Redange/Attert, on October 11, 2002, published in the Mémorial C, Recueil des Sociétés et Associations, number 1580 of November 4, 2002.

The articles of incorporation of the Company (the "Articles") were last amended through a deed drawn up by Me Henri HELLINCKX, notary residing in Luxembourg, on June 5, 2012, published in the Mémorial C, Recueil des Sociétés et Associations, number 1766 of July 13, 2012.

The Meeting was opened at 4:00 p.m. (CET) at the registered office of the Company.



The Meeting elected as chairwoman Ms. Jacqueline SIEBENALLER, Director, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet.

The chairwoman appointed as secretary of the Meeting Mr. Ramon BELARDI, Vice President, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet.

The Meeting elects as scrutineer Ms. Nina EGELHOF, Assistant Vice President, Credit Suisse Fund Management S.A., with professional address at L-2180 Luxembourg, 5, rue Jean Monnet.

The bureau of the Meeting having thus been constituted, the chairwoman declared and requested the notary to state that:

I. A convening notice reproducing the agenda of the present meeting was sent by registered mail to each of the shareholders of the Company on February 15, 2013 in accordance with article 11 of the articles of incorporation of the Company.

II. The shareholders present or represented and the number of shares held by each of them are shown on an attendance list signed by the shareholders or their proxies, by the office of the Meeting and the notary. The said list as well as the proxies signed "ne varietur" will be registered with this deed.

III. It appears from the attendance list that, out of the 7,036,834.2 shares in issue as at 27 February 2013, 5,828,259 shares are present or represented and that they represent 82.8 % of the share capital of the Company.

IV. The extraordinary general meeting is thus regularly constituted and can validly deliberate and resolve on its agenda.

V. The agenda of the Meeting is the following:

1. Resolution to change the name of the Company from "Credit Suisse Fund I (Lux)" to "CS Investment Funds 3";

2. As a consequence of the above agenda point, resolution to amend article 1 of the Articles, which shall henceforth be read as follows:

" **Art. 1. Name.** It is hereby established among the subscribers and all those who may become holders of shares, a corporation in the form of a «société anonyme» qualifying as a «société d'investissement à capital variable» under the name of CS Investment Funds 3 (the «Company») which may designate a management company to assist it in the performance of certain duties, as determined from time to time."

After deliberation, the following resolutions were taken by the general meeting of the shareholders of the Company:

*First resolution*

The Meeting RESOLVES to change the name of the Company from "Credit Suisse Fund I (Lux)" to "CS Investment Funds 3".

*Second resolution*

The Meeting RESOLVES to amend as a consequence of the above resolution article 1 of the Articles, which shall henceforth be read as follows:

" **Art. 1. Name.** It is hereby established among the subscribers and all those who may become holders of shares, a corporation in the form of a «société anonyme» qualifying as a «société d'investissement à capital variable» under the name of CS Investment Funds 3 (the «Company») which may designate a management company to assist it in the performance of certain duties, as determined from time to time."

There being no further business on the agenda, and no one asking to speak, the Meeting was thereupon closed.

*Expenses*

The expenses, costs, remuneration or charges in any form whatsoever which shall be borne by the Company as a result of the present deed are estimated at approximately one thousand and fifty Euros.

*Statement*

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing persons, the present deed is worded in English.

WHEREUPON the present notarial deed was drawn up in Luxembourg on the day named at the beginning of this document.

The document having been read to the appearing persons, all of whom are known to the notary, by their surnames, Christian names, civil status and residences, the said persons appearing signed together with us, the notary, the present original deed.

Signé: J. SIEBENALLER, R. BELARDI, N. EGELHOF, C. WERSANDT.

Enregistré à Luxembourg A.C., le 5 mars 2013. LAC/2013/10186. Reçu soixante-quinze euros 75,00 €.

Le Receveur (signé): Irène THILL.

POUR EXPEDITION CONFORME, délivrée;

Luxembourg, le 18 mars 2013.

Référence de publication: 2013043581/73.

(130053421) Déposé au registre de commerce et des sociétés de Luxembourg, le 4 avril 2013.

---

**Dundee International (Luxembourg) Fund 12 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 12 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 12 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045081/13.

(130054676) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**Dundee International (Luxembourg) Fund 13 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 13 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 13 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045082/13.

(130054678) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**Dundee International (Luxembourg) Fund 14 FCP, Fonds Commun de Placement.**

R.C.S. Luxembourg B 137.635.

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 14 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 14 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045083/14.

(130054681) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

**Euro Movie Network SA, Société Anonyme.**

Siège social: L-1150 Luxembourg, 128, route d'Arlon.

R.C.S. Luxembourg B 176.338.

STATUTS

L'an deux mil treize, le vingt mars.

Par-devant Maître Camille MINES, notaire de résidence à Capellen.

Ont comparu:

1. Monsieur Jean-Marie Verhasselt, distributeur de films, né à Watermael-Boisfort, Belgique, le 24 juillet 1958, demeurant à B-1780 Wemmel, 16, avenue du Champ de Blé,

2. La société anonyme VERTIGO COMPANY S.A. avec siège à L-1150 Luxembourg, 128, route d'Arlon, constituée aux termes d'un acte reçu ce jour par le notaire instrumentaire, en voie de publication, non encore immatriculée au RCSL, représentée par un administrateur délégué:

Monsieur Jean-Marie Verhasselt, distributeur de films, né à Watermael-Boisfort, Belgique, le 24 juillet 1958, demeurant à B-1780 Wemmel, 16, avenue du Champ de Blé, et

3. Monsieur Alex NAUDEAU, commerçant, né à Mons, Belgique, le 25 septembre 1965, demeurant à B-6500 Thirimont, 9, Le Paradis, représenté par M. Jean-Marie Verhasselt en vertu d'une procuration sous seing privé du 15 mars 2013, annexée.

Ces comparants ont requis le notaire instrumentant d'acter comme suit les statuts d'une société anonyme qu'ils constituent entre eux:

### Dénomination - Siège - Durée - Objet - Capital

**Art. 1<sup>er</sup>.** Entre les personnes ci-avant désignées et toutes celles qui deviendront dans la suite propriétaires des actions ci-après créées, il est formé une société anonyme sous la dénomination de «EURO MOVIE NETWORK SA».

**Art. 2.** Le siège social est établi à Luxembourg.

Par simple décision du Conseil d'Administration, la société pourra établir des filiales, succursales, agences ou sièges administratifs aussi bien au Grand-Duché de Luxembourg qu'à l'étranger.

Lorsque des événements extraordinaires d'ordre politique, économique ou social, de nature à compromettre l'activité normale au siège social ou la communication aisée de ce siège avec l'étranger, se sont produits ou seront imminents, le siège social pourra être transféré à l'étranger jusqu'à la cessation complète de ces circonstances anormales, sans que toutefois cette mesure ne puisse avoir d'effet sur la nationalité de la société, laquelle, nonobstant ce transfert provisoire du siège, restera luxembourgeoise.

Pareille déclaration de transfert du siège social sera faite et portée à la connaissance des tiers par l'un des organes exécutifs de la société ayant qualité de l'engager pour les actes de gestion courante et journalière.

**Art. 3.** La société est constituée pour une durée illimitée.

**Art. 4.** La société a pour objet la vente et la distribution de films par tout moyen et sur tout genre de support approprié pour les salles de cinéma, vidéo, vod, tv et/ou autres.

En général, elle pourra réaliser tous actes, transactions ou opérations commerciales, financières, fiduciaires, civiles, mobilières ou immobilières se rapportant directement ou indirectement, en tout ou en partie, à son objet ou qui seront de nature à en faciliter ou développer la réalisation.

**Art. 5.** Le capital social est fixé à trente et un mille Euros (Eur 31.000,-) représenté par trois cent dix actions (310) d'une valeur nominale de cent Euros (€ 100,-).

Les actions sont nominatives ou au porteur, au choix de l'actionnaire, à l'exception de celles pour lesquelles la loi prescrit la forme nominative.

Les actions de la société peuvent être créées, au choix du propriétaire, en titres unitaires ou en certificats représentatifs de plusieurs actions.

La société peut, dans la mesure et les conditions que la loi permet, racheter ses propres actions.

Toute action est indivisible, la société ne reconnaît, quant à l'exercice des droits accordés aux actionnaires, qu'un seul propriétaire pour chaque titre.

Si le même titre appartient à plusieurs personnes, la société peut suspendre l'exercice des droits y afférents jusqu'à ce qu'une seule d'entre elles soit désignée comme étant à son égard propriétaire du titre.

**Art. 6.** L'assemblée générale annuelle des actionnaires se tiendra au siège social ou en tout autre endroit à préciser dans les convocations, le 3<sup>e</sup> jeudi du mois de juin.

Si ce jour est un jour férié légal, l'assemblée se tiendra le premier jour ouvrable qui suit.

**Art. 7.** Toute action donne droit à une voix. Tout actionnaire pourra prendre part aux assemblées des actionnaires en désignant par écrit, soit par original, soit par télécopie, par télégramme ou par télex une autre personne comme mandataire.

Les décisions de l'assemblée générale des actionnaires sont prises à la majorité simple des actionnaires présents ou représentés votants, sauf les majorités spéciales légalement requises.

**Art. 8.** Les assemblées des actionnaires seront convoquées par le conseil d'administration, à la suite d'un avis énonçant l'ordre du jour, et envoyé par lettre recommandée au moins huit jours avant l'assemblée à tout porteur d'actions nominatives à son adresse portée au registre des actionnaires. En présence d'actions au porteur les convocations sont faites par annonces insérées deux fois à huit jours d'intervalle au moins et huit jours avant l'assemblée, dans le Mémorial et dans un journal de Luxembourg.

Cependant, si tous les actionnaires sont présents ou représentés à une assemblée générale, et s'ils déclarent avoir été informés de l'ordre du jour de l'assemblée, celle-ci pourra être tenue sans avis de convocation ni publication préalable.

**Art. 9.** La société est administrée par un conseil composé de trois membres au moins, actionnaires ou non. Cependant au cas où la Société est constituée par un actionnaire unique ou s'il est constaté lors d'une assemblée générale que la Société n'a plus qu'un actionnaire unique, la composition du Conseil d'Administration peut être limitée à un membre jusqu'à l'assemblée générale ordinaire suivant la constatation de l'existence de plus d'un actionnaire.

Une société peut être membre du Conseil d'Administration ou peut être l'Administrateur Unique de la Société. Dans un tel cas, le Conseil d'Administration ou l'Administrateur unique nommera ou confirmera la nomination de son représentant permanent en conformité avec la Loi du 10 août 1915 sur les sociétés commerciales tel que modifiée.

Les administrateurs sont nommés pour une durée qui ne peut dépasser six ans; ils sont rééligibles et toujours révocables.

En cas de vacance d'une place d'administrateur, les administrateurs restants ont le droit d'y pourvoir provisoirement; dans ce cas l'assemblée générale, lors de sa première réunion, procède à l'élection définitive.

**Art. 10.** Le conseil d'administration se réunira sur convocation du président ou de deux administrateurs, au lieu indiqué dans la convocation.

Le conseil d'administration, s'il y a lieu, nommera des fondés de pouvoir de la Société.

Tout administrateur pourra se faire représenter en désignant par écrit ou par câble, télégramme, télex ou télécopie un autre administrateur comme son mandataire.

Le conseil d'administration ne pourra délibérer et agir que si la majorité des administrateurs est présente ou représentée à la réunion du conseil d'administration. Les décisions sont prises à la majorité des voix des administrateurs présents ou représentés à cette réunion.

Nonobstant les dispositions qui précèdent, une décision du conseil d'administration peut également être prise par voie circulaire et résulter d'un seul ou de plusieurs documents contenant les résolutions et signé(s) par tous les membres du conseil d'administration sans exception. La date d'une telle décision sera la date de la première signature.

**Art. 11.** Les procès-verbaux des réunions du conseil d'administration seront signés par l'administrateur qui aura assumé la présidence.

Les copies ou extraits de procès-verbaux destinés à servir en justice ou ailleurs seront signés par le secrétaire (s'il y en a) ou par deux administrateurs.

**Art. 12.** Le conseil d'administration peut nommer un ou plusieurs administrateur(s)-délégué(s) qui aura (auront) pleins pouvoirs pour agir au nom de la Société pour tout ce qui concerne la gestion journalière et qui représentera (représenteront) la société en justice.

**Art. 13.** La société se trouve engagée soit par la signature collective de deux administrateurs, soit par la signature individuelle du délégué du conseil. Au cas où le Conseil d'administration est composé d'un seul membre, la Société sera engagée par la signature individuelle de l'administrateur unique.

**Art. 14.** Les opérations de la Société, comprenant notamment la tenue de sa comptabilité, les questions fiscales et l'établissement de toutes déclarations d'impôt ou autres déclarations prévues par la loi luxembourgeoise, seront surveillées par un commissaire. Le commissaire sera élu par l'assemblée générale annuelle des actionnaires pour une période prenant fin le jour de la prochaine assemblée générale des actionnaires et jusqu'à l'élection de son successeur. Le commissaire restera en fonction jusqu'à sa réélection ou l'élection de son successeur.

Le commissaire en fonction peut être révoqué à tout moment, avec ou sans motif, par l'assemblée des actionnaires.

**Art. 15.** L'exercice social commencera le premier janvier et se terminera le trente et un décembre de chaque année.

**Art. 16.** Il sera prélevé sur le bénéfice net annuel cinq pour cent (5%) qui seront affectés à la réserve prévue par la loi. Ce prélèvement cessera d'être obligatoire lorsque la réserve aura atteint dix pour cent (10%) du capital social tel qu'il est prévu à l'article cinq des statuts ou tel que celui-ci aura été augmenté ou réduit.

Le solde est à la disposition de l'assemblée générale des actionnaires.

Le conseil d'administration peut décider de payer des dividendes intérimaires selon les conditions et les restrictions prévues par la loi luxembourgeoise sur les sociétés commerciales.

**Art. 17.** En cas de dissolution de la Société, il sera procédé à la liquidation par les soins d'un ou de plusieurs liquidateurs (qui peuvent être des personnes physiques ou morales) et qui seront nommés par l'assemblée générale des actionnaires qui déterminera leurs pouvoirs et leur rémunération.

**Art. 18.** Les présents statuts pourront être modifiés en temps et lieu qu'il appartiendra par une assemblée générale extraordinaire des actionnaires soumise aux conditions de quorum et de majorité requises par l'article 67-1 de la loi du dix août mil neuf cent quinze sur les sociétés commerciales telle qu'elle a été modifiée.

**Art. 19.** Pour toutes matières qui ne sont pas régies par les présents statuts, les parties se réfèrent aux dispositions de la loi du dix août mil neuf cent quinze concernant les sociétés commerciales telle qu'elle a été modifiée.

### Dispositions transitoires

Le premier exercice social commence aujourd'hui et finit le 31 décembre 2013.

La première assemblée générale ordinaire se tiendra en l'année 2014.

### Souscription

Les actions ont été souscrites comme suit:

M. Jean-Marie VERHASSELT, préqualifié: .....	124 actions
VERTIGO COMPANY SA, préqualifiée: .....	62 actions
M. Alex NAUDEAU, préqualifié: .....	<u>124 actions</u>
TOTAL: .....	310 actions

Les actions de la société ont été partiellement libérées en espèces à hauteur de 25 % par les actionnaires, de sorte que le montant de sept mille sept cent cinquante Euros (€ 7.750,-) est dès à présent à la disposition de la société, ainsi qu'il a été prouvé au notaire instrumentaire qui le constate expressément.

### Déclaration

Le notaire soussigné déclare avoir vérifié l'existence des conditions énumérées à l'article 26 de la loi du dix août mil neuf cent quinze sur les sociétés commerciales et en constate expressément l'accomplissement, et qu'en outre ces conditions sont conformes aux prescriptions de l'article 27 de cette même loi.

En outre, les comparants ont été informés que la société ne pourra passer des actes de commerce qu'après avoir obtenu les autorisations administratives y relatives.

### Estimation des frais

Le montant des frais, dépenses, rémunérations ou charges, sous quelque forme que se soit, qui incombent à la Société ou qui sont mis à sa charge en raison de sa constitution, sont approximativement estimés à la somme de € 1.200,-.

### Loi anti-blanchiment

En application de la loi du 12 novembre 2004, les comparants déclarent être les bénéficiaires réels de cette opération et ils déclarent en plus que les fonds ne proviennent ni du trafic de stupéfiants ni d'une des infractions visées à l'article 506-1 du code pénal luxembourgeois.

### Assemblée constitutive

Et à l'instant les comparants préqualifiés, représentant l'intégralité du capital social, se sont constitués en assemblée générale extraordinaire à laquelle ils se reconnaissent dûment convoqués, ils ont pris à l'unanimité les résolutions suivantes:

1. Le nombre des administrateurs est fixé à trois.

2. Le nombre des commissaires est fixé à un.

3. Sont appelés aux fonctions d'administrateurs pour une durée de six années:

1. Monsieur Alex NAUDEAU, commerçant, né à Mons, Belgique, le 27 septembre 1965, demeurant à B-6500 Thirimont, 9, Le Paradis,

2. Monsieur Jean-Marie Verhasselt, distributeur de films, né à Watermael-Boisfort, Belgique, le 24 juillet 1958, demeurant à B-1780 Wemmel, 16, avenue du Champ de Blé, et

3. Madame Yvonne BARBE, administrateur de société, née à Halle, Belgique, le 05 décembre 1956, demeurant à B-1780 Wemmel, 16, avenue du Champ de Blé.

4. Messieurs Alex NAUDEAU et Jean-Marie VERHASSELT, préqualifiés, sont nommés administrateurs-délégués.

La société sera engagée par la signature individuelle d'un administrateur délégué.

5. Est appelé(e) aux fonctions de commissaire pour une durée de six ans:

Madame Béatrice HERMANT, comptable, née à Waremme, Belgique, le 21 octobre 1969, demeurant à B-1390 Grez-Doiceau, 44, Chaussée de la Libération

6. Le siège social est fixé à L-1150 Luxembourg, 128, route d'Arlon.

Les frais et honoraires en relation avec le présent acte sont à la charge de la société, les fondateurs en étant débiteurs solidaires.

Dont acte, fait et passé à Capellen, en l'étude du notaire instrumentant, à la date mentionnée en tête des présentes.

Et après lecture faite aux comparants, qui se sont fait connaître du notaire par leurs noms, prénoms usuels et résidences, lesdits comparants ont signé ensemble avec Nous notaire la présente minute, après s'être identifiés au moyen de leurs cartes d'identité.

Signé: J.M. VERHASSELT, C. MINES.

Enregistré à Capellen, le 22 mars 2013. Relation: CAP/2013/1041. Reçu soixante-quinze euros (75,- €).

*Le Receveur* (signé): I. Neu.

Pour copie conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Capellen, le 25 mars 2013.

Référence de publication: 2013044386/176.

(130054067) Déposé au registre de commerce et des sociétés de Luxembourg, le 5 avril 2013.

---

### **Dundee International (Luxembourg) Fund 15 FCP, Fonds Commun de Placement.**

The amended management regulations with respect to the fund Dundee International (Luxembourg) Fund 15 FCP have been filed with the Luxembourg Trade and Companies Register.

Le règlement de gestion modifié concernant le fonds commun de placement Dundee International (Luxembourg) Fund 15 FCP a été déposé au registre de commerce et des sociétés de Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 5 avril 2013.

Lorac Investment Management S.à r.l.

Signature

Référence de publication: 2013045084/13.

(130054683) Déposé au registre de commerce et des sociétés de Luxembourg, le 8 avril 2013.

---

### **BMS SICAV-SIF, Société Anonyme sous la forme d'une SICAV - Fonds d'Investissement Spécialisé.**

Siège social: L-5826 Hesperange, 33, rue de Gasperich.

R.C.S. Luxembourg B 133.225.

In the year two thousand and thirteen, on the thirteenth of March.

Before Maître Henri Hellinckx, notary residing in Luxembourg,

was held an extraordinary general meeting of shareholders of BMS SICAV-SIF, a public limited company (société anonyme) qualifying as an investment company with variable share capital, Specialised Investment Fund, with its registered office in Luxembourg, incorporated pursuant to a notarial deed dated October 29, 2007, which was published in the Mémorial C, Recueil des Sociétés et Associations (the "Mémorial") number 2797 on December 4, 2007.

The Meeting was opened under the chairmanship of Mrs Valérie LETELLIER, bank employee, residing professionally in Hesperange,

who appointed as secretary Mrs Nathalie FINET, bank employee, residing professionally in Hesperange.

The Meeting elected as scrutineer Mr Emmanuel Gilson de Rouvieux, bank employee, residing professionally in Hesperange.

The board of the meeting having thus been constituted, the chairman declared and requested the notary to state:

I. That the present meeting has been convened by notices published:

a) in the Mémorial, Recueil Spécial C,

number 320 of February 9, 2013

number 456 of February 25, 2013

b) in the Letzebuenger Journal of February 9, 2013 and February 25, 2013,

c) in the Luxemburger Wort of February 9, 2013 and February 25, 2013.

II. That the agenda of the meeting is the following:

#### *Agenda:*

1. Amendment of Article 24. (General Meetings of Shareholders of the Company) to change the date of the annual general meeting to the third Tuesday of the month of June of each year at 11 a.m.

2. Amendment of Article 35. (Language) to remove the requirement for an alternate French version of the articles of incorporation. English will be the prevailing and sole language version.

III. That the names of the shareholders present or represented, the proxies of the represented shareholders and the number of their shares are shown on an attendance list, signed by the shareholders present, the proxies of the represented shareholders, by the board of the meeting and the notary will remain annexed to the present deed to be registered therewith with the registration authorities;

IV.- It appears from the attendance list, that out of 45,106.81 shares in circulation, 35,233 shares are represented at the present extraordinary general meeting.

The Chairman informs the meeting that a first extraordinary general meeting had been convened with the same agenda as the agenda of the present meeting indicated hereabove, for the 4<sup>th</sup> February 2013 and that the quorum requirements for voting the items of the agenda had not been attained.

In accordance with article 67-1 of the law of August 10th, 1915 on commercial companies, the present meeting may thus deliberate validly no matter how many shares are present or represented.

After the foregoing was approved by the meeting, the meeting took the following resolutions:

*First Resolution:*

The meeting resolves to amend Article 24. (General Meetings of Shareholders of the Company) to change the date of the annual general meeting to the third Tuesday of the month of June of each year at 11 a.m.

*Second Resolution:*

The meeting resolves to amend Article 35. (Language) to remove the requirement for an alternate French version of the articles of incorporation and resolves that English will be the prevailing and sole language version of the Articles of Incorporation.

The Articles of Incorporation will henceforth read as follows:

### **Title I - Name - Registered office - Duration - Purpose**

**Art. 1. Name.** The Company is hereby established among the subscribers and all those who became owners of shares thereafter issued, a public limited company ("société anonyme") qualifying as an investment company with variable share capital ("société d'investissement à capital variable") and Specialised Investment Fund with the name of "BMS SICAV-SIF" (hereinafter the "Company").

**Art. 2. Registered Office.** The registered office of the Company is established in the commune of Hesperange, Grand Duchy of Luxembourg. The registered office of the Company may be transferred within the Grand Duchy of Luxembourg by resolution of the board of directors of the Company (hereafter the "Board" or "Board of Directors").

Branches, subsidiaries or other offices may be established either in the Grand Duchy of Luxembourg or abroad by a decision of the Board of Directors.

In the event that the Board determines that extraordinary political or military events have occurred or are imminent which would interfere with the normal activities of the Company at its registered office or with the ease of communication between such office and persons abroad, the registered office may be temporarily transferred abroad until the complete cessation of these abnormal circumstances; such provisional measures shall have no effect on the nationality of the Company which, notwithstanding such temporary transfer, shall remain a Luxembourg corporation.

**Art. 3. Duration.** The Company is established for an unlimited period of time.

**Art. 4. Purpose.** The exclusive purpose of the Company is to invest the funds available to it in transferable securities of all types, money market instruments, derivatives, liquid assets, in instruments that are similar to liquid assets as well as other assets permitted by law, with the purpose of spreading investment risks and affording its shareholders the results of the management of its assets.

The Company may take any measures and carry out any transaction which it may deem useful for the fulfilment and development of its purpose to the fullest extent permitted under the law of 13<sup>th</sup> February 2007 on specialised investment funds, as amended from time to time.

### **Title II - Share capital - Shares - Net asset value**

**Art. 5. Share Capital - Sub-Funds, Categories and Classes of Shares.** The capital of the Company shall be represented by fully paid up shares of no par value and shall at any time be equal to the total net assets of the Company pursuant to Article 11. The minimum capital shall at any time be at least equal to the required minimum capital imposed by Luxembourg laws.

The Company shall be an umbrella fund within the meaning of Article 71 of the Law of 13<sup>th</sup> February 2007 on specialised investment funds, as amended from time to time.

The Board may, at any time, as it deems appropriate, decide to create one or more sub-funds (each such sub-fund is referred to as a "Sub-Fund"). The Board may within a Sub-Fund create categories and/or classes of shares, the general features and conditions of which shall be established by the Board.

The proceeds from the issuance of shares of any class or category of shares will be invested in the corresponding Sub-Fund pursuant to the investment policy determined by the Board, subject to the investment restrictions provided by law or determined by the Board.

The Company constitutes a single legal entity, but the assets of each Sub-Fund shall be invested for the exclusive benefit of the shareholders of the corresponding Sub-Fund and the assets of a specific Sub-Fund are solely accountable for the liabilities, commitments and obligations of that Sub-Fund.

The Board may decide to create Sub-Funds, categories and/or classes of shares for unlimited or limited periods of time. Where Sub-Funds, categories and/or classes of shares are created for a limited period of time, the Board may decide to extend the duration of a Sub-Fund, category and/or class of shares on one or more occasions. Where the duration of the Sub-Fund, category and/or class of shares has been extended, the Board shall define the relevant applicable investment policy for the new period. Impacted shareholders will be informed of both the investment policy and the new duration one month prior to the beginning of the new period.

Registered shareholders will be informed by letter sent to the address indicated in the register of shareholders. Unless the Company has at its disposal the names and addresses of all bearer shares, bearer shareholders will be informed by a notice to be published in one or more newspapers in Luxembourg as well as in any country in which shares of the relevant Sub-Fund is distributed. Following this notification, the shareholders of the relevant Sub-Fund, category or class have one month in which they may request the redemption of their shares free of charge.

At the end of period of time for which the Sub-Fund, category and/or class was created, all outstanding shares will be redeemed pursuant to Article 8 of these Articles of Association notwithstanding the provisions as contained in Article 26 hereof. One month before the date of expiry of the period for which the Sub-Fund, category and/or class was created, all relevant shareholders (whether registered or bearer) will be informed in the same way as for the extension of the duration of the Sub-Fund, category and/or class. The sale documents of the Company's shares must contain all information on the duration of the various Sub-Funds, categories and/or classes of shares. These documents will be updated and amended from time to time so as to reflect any Board resolution to extend the duration of the Sub-Fund, category and/or class.

For the purpose of determining the capital of the Company, the net assets attributable to each Sub-Fund, category and/or class of shares shall, if not expressed in Euros ("EUR"), be converted into EUR and the capital shall be the total of the net assets of all the Sub-Funds, categories and/or classes of shares.

The Company's annual accounts, all Sub-Funds together, shall be drawn up in the reference currency of the share capital, namely EUR.

#### **Art. 6. Form of Shares.**

(1) The Board of Directors shall determine whether the Company issues bearer or registered shares. Bearer shares shall only be recorded to the credit of the shareholder's securities account with the custodian bank. Bearer shares are not entitled to shares certificates.

(2) All issued registered shares of the Company shall be registered in the register of shareholders which shall be kept by the Company or by one or more entities designated thereto by the Company, and such register shall contain the name of each owner of registered shares, his residence or elected domicile as disclosed to the Company, the number of registered shares held by him and the amount paid up on each of his shares.

The inscription of the shareholder's name in the register of shareholders evidences his right of ownership on such registered shares. The Company may issue confirmation of the shareholding by delivery of share certificates or otherwise. In the absence of a request for registered shares to be issued with certificates, shareholders will be deemed to have requested that their shares be issued without certificates.

(3) If bearer shares are issued, registered shares may be converted into bearer shares and bearer shares may be converted into registered shares at the request of the holder of such shares. A conversion of registered shares into bearer shares will be effected by cancellation of the registered share certificate, if any, and upon representation that the transferee is a well-informed investor within the meaning of article 2 of the law of 13<sup>th</sup> February 2007 and/or is not a U.S. person and record of the transferee to the credit of the shareholder's securities account, and an entry shall be made in the register of shareholders to evidence such cancellation. A conversion of bearer shares into registered shares will be effected by appropriate cancellation in the shareholder's securities account with the custodian bank, and, if applicable, by issuance of a registered share certificate in lieu thereof, and an entry shall be made in the register of shareholders to evidence such issuance. The Board shall decide whether the relevant shareholder bears the costs incurred in relation with the conversion.

(4) Before shares are issued in bearer form and before registered shares shall be converted into bearer shares, the Company may require assurances satisfactory to the Board that such issuance or conversion shall not result in such shares being held by an investor other than a well-informed investor or by a U.S. person. (See article 10 here below)

(5) The share certificates shall be signed by two directors. Such signatures shall be either manual, or printed, or in facsimile. However, one of such signatures may be made by a person duly authorised thereto by the Board; in the latter case, it shall be manual. The Company may issue temporary share certificates in such form as the Board may determine.

(6) If bearer shares are issued, transfer of bearer shares shall be effected by appropriate record in the shareholder's securities account with the custodian bank. Transfer of registered shares shall be effected (i) if share certificates have been issued, upon delivering of an instrument of transfer in appropriate form together with the certificates representing such shares to the Company and (ii) if no shares certificates have been issued, by a written declaration of transfer to be inscribed in the register of shareholders, dated and signed by the transferor and transferee, or by persons holding suitable powers of attorney to act therefore. Any transfer of registered shares shall be entered into the register of shareholders;



such inscription shall be signed by one or more directors of the Company or by one or more persons duly authorised thereto by the Board.

(7) Shareholders entitled to receive registered shares certificates shall provide the Company with an address to which all notices and announcements may be sent. Such address will also be entered into the register of shareholders.

All shareholders shall disclose an address to the Company. A shareholder may, at any time, change his address as communicated to the Company by means of a written notification to the Company at its registered office, or at such other address as may be set by the Company from time to time.

(8) If any shareholder can prove to the satisfaction of the Company that his share certificate has been lost, mutilated or destroyed, then, at his request, a duplicate share certificate may be issued under such conditions and guarantees as the Company may determine. Upon the issuance of the new share certificate, on which it shall be recorded that it is a duplicate, the original share certificate in replacement of which the new one has been issued shall become void.

Mutilated share certificates may be cancelled by the Company and replaced by new certificates.

The Company may, at its election, charge the shareholders the costs of a duplicate or of a new share certificate and all reasonable expenses incurred by the Company in connection with the issuance and registration thereof or in connection with the annulment or destruction of the original share certificate.

(9) The Company recognises only one single owner per share. If one or more shares are jointly owned or if the ownership of such share(s) is disputed, all persons claiming a right to such share(s) have to appoint one single attorney to represent such share(s) towards the Company. The failure to appoint such attorney implies a suspension of all rights attached to such share(s).

(10) Shares may be issued in fractions up to three decimal places or as the Board may otherwise decide. Such fractional shares shall not be entitled to vote but shall be entitled to participate in the net assets attributable to the relevant Sub-Fund, category and/or class of shares on a pro rata basis. Fractional shares shall not be entitled to shares certificates.

**Art. 7. Issuance of Shares.** The Board is authorised without limitation to issue an unlimited number of fully paid up shares at any time without reserving to the existing shareholders a preferential right to subscribe for the shares to be issued.

The Board may impose restrictions on the frequency at which shares shall be issued in any Sub-Fund, category and/or class; the Board may, in particular, decide that shares of any Sub-Fund, category and/or class shall only be issued during one or more offering periods or at such other periodicity as provided for in the sales documents for the shares.

Furthermore, the Board may temporarily discontinue or finally suspend the issuance of shares in any given Sub-Fund, category and/or class and without any prior notice to shareholders, if the Board determines that this is in the best interest of the relevant Sub-Fund, category or class and the existing shareholders.

Whenever the Company offers shares for subscription after the initial subscription period, the price per share at which such shares are offered shall be the net asset value per share of the relevant Sub-Fund, category or class as determined in compliance with Article 11 as of such Valuation Day (defined in Article 13) as is determined in accordance with such policy as the Board may from time to time determine. Such price may be increased by a percentage estimate of costs and expenses to be incurred by the Company when investing the proceeds of the issuance and by applicable sales commissions, as approved from time to time by the Board. The price so determined shall be payable within a period as determined by the Board which shall not be later than ten (10) business days from the relevant Valuation Day.

The Board may delegate to any director, manager, officer or other duly authorised agent the power to accept subscriptions, to receive payment of the price of the new shares to be issued and to deliver them.

The Company may agree to issue shares as consideration for a contribution in kind of securities or other assets which could be acquired by the relevant Sub-Fund pursuant to its investment policy and restrictions, in compliance with the conditions set forth by Luxembourg law, in particular the obligation to deliver a report from an auditor ("réviseur d'entreprises agréé").

**Art. 8. Redemption of Shares.** Any shareholder may request the redemption of all or part of his shares by the Company, under the terms and procedures set forth by the Board in the sales documents for the shares and within the limits provided by law and these Articles.

The redemption price per share shall be paid within a period as determined by the Board which shall not exceed ten (10) business days after the applicable Valuation Day or such other period as may be determined by the Board, provided that the share certificates, if any, and the redemption documents have been received by the Company, notwithstanding the provision of Article 13. Any request for redemption shall be irrevocable, except if the calculation of the net asset value of one or more Sub-Funds, categories and/or classes of shares has been suspended. In such case the shareholders of the relevant Sub-Funds, categories and/or classes of shares who have made an application for redemption of their shares may give written notice to the Company that they wish to withdraw their application.

The redemption price shall be equal to the net asset value per share of the relevant Sub-Fund, category and/or class determined in respect of the relevant Valuation Day on which the request for redemption has been accepted, as determined in accordance with the provisions of Article 11, less such charges and commissions (if any) at the rate provided

by the sales documents for the shares. The relevant redemption price may be rounded up or down to the nearest unit of currency as the Board may decide.

The Board may suggest to shareholders to accept a redemption in kind of part of or all their shares in compliance with the conditions set forth by the Company, including but not limited to the obligation to deliver an independent valuation report from an auditor ("réviseur d'entreprises agréé") and provided that the principle of equal treatment of shareholders is applied.

If as a result of any request for redemption, the number or the aggregate net asset value of the shares held by any shareholder would fall below such number or such value as determined by the Board, then the Company may decide that this request be treated as a request for redemption for the full balance of such shareholder's holding of shares.

Furthermore, on the Valuation Day, should the value of the assets of a Sub-Fund decrease down to the amount that is regarded by the Company as being below the minimum threshold under which the relevant Sub-Fund may no longer ensure an economical efficiency, or in case of a substantial change of the economical or political environment, or in order to proceed to an economical rationalization, the Board of Directors may decide at its entire discretion to redeem all shares of the relevant Sub-Fund, category/class (and only all outstanding shares of this Sub-Fund) at the relevant applicable net asset value per share of the relevant Sub-Fund, category/class on the Valuation Day on which the resolution comes into force (effective prices and costs in relation with the sale of investment are to be taken into consideration).

The Company shall send to shareholders at least thirty (30) days in advance a redemption notice. All shareholders will be informed in writing. The redemption proceeds arising from shares that were not delivered on the date on which the compulsory redemption of the relevant shares by the Company occurred may be kept by the depositary bank for a period not exceeding six (6) months as of this date. Upon expiry of this maximum six month period, these proceeds will be kept in deposit the Caisse des Consignations.

Furthermore, should the redemption requests made in accordance with this Article exceed on a certain date the threshold as defined by the Board of Directors in the light of the outstanding shares in a Sub-Fund, the Board of Directors may decide to delay the redemption of part of or all these shares for a certain period pursuant to conditions the board of directors defines according to the Company's interest. These redemption requests will be dealt with on the next Valuation Day upon expiry of this period. These redemption requests will be dealt with prior to any requests filed after this Valuation Day.

All redeemed shares shall be cancelled.

**Art. 9. Conversion of Shares.** Except otherwise provided for by the Board of Directors and mentioned in the sale documents, any shareholder is authorized to ask for the conversion within a single Sub-Fund or between Sub-Funds of part of or all his shares of a category and/or class of shares into shares of another category and/or class of shares.

The share conversion price shall be calculated at the respective net asset value of the two relevant Sub-Funds, categories and/or classes of shares, on the same Valuation Day and taking into account of the charges applicable to the relevant Sub-Funds, categories and/or classes of shares.

The Board of Directors may set such restrictions as it shall deem necessary as to the frequency, terms and conditions of conversions and may impose such expenses and commissions as it shall determine.

In the event that, as a result of a conversion of shares the number or the total net asset value of the shares held by a shareholder in a specific Sub-Fund, category or class of shares falls under such number or value as determined by the Board of Directors, the Company may request that such shareholder convert all of his shares of such Sub-Fund, category or class of shares.

Shares that are converted will be cancelled.

Requests for conversion may be suspended in accordance to the terms and conditions set forth in Article 13 hereunder.

**Art. 10. Restrictions on Ownership of Shares.** The Board may restrict or prevent the ownership of shares any by any person, firm or corporation, if in the judgement of the Company such holding may be detrimental to the Company; if it may result in a breach of any law or regulation, whether Luxembourg or foreign; or if as a result thereof the Company would become subject to laws other than those of the Grand Duchy of Luxembourg (including but without limitation tax laws).

Only well-informed investors may invest in the Company. There are three categories of well-informed investors: Institutional Investors, Professional Investors and Experienced Investors.

Institutional Investor must be understood as any investor who qualifies as an institutional investor according to Luxembourg laws and regulations.

Professional Investor must be understood as any investor who qualifies as a professional investor within the meaning of Annex II of the Directive 2004/39/EC on financial instrument markets.

Experienced Investor must be understood as any investor who (i) adheres in writing to the status of experienced investor and (ii) either (a) commits to invest a minimum of €125.000 in the Company or (b) has obtained an assessment by a credit institution within the meaning of Directive 2006/48/EEC, an investment firm within the meaning of Directive 2004/39/EEC, or a management company within the meaning of Directive 2001/107/EC certifying his expertise, his experience and his capacity to adequately appraise an investment in the Company.

The Company shall therefore refuse the issue or the transfer of shares that may lead to the ownership of the Company's shares by a non well-informed investor. Should, in the Company's opinion, a non well-informed investor become an economic beneficiary of the Company's shares, the Company shall redeem the relevant shares in accordance with paragraph D herebelow.

Specifically but without limitation, the Board may restrict the ownership of shares in the Company by any U.S. person, as defined in this Article.

As such:

A. - the Company may decline to issue any shares and decline to register any transfer of a share, where it appears to it that such registry or transfer would or might result in legal or beneficial ownership of such shares by a U.S. person or a non well-informed investor; and

B. - the Company may at any time require any person whose name is entered in, or any person seeking to register the transfer of shares in the register of shareholders, to furnish it with any information, supported by affidavit, which it may consider necessary for the purpose of determining whether or not beneficial ownership of such shareholder's shares rests in a U.S. person, or whether such registry will result in beneficial ownership of such shares by a non well-informed investor or a U.S. person; and

C. - the Company may decline to accept the vote of any U.S. person or a non well-informed investor at any meeting of shareholders of the Company; and

D. - where it appears to the Board that any U.S. person or a non well-informed investor either alone or in conjunction with any other person is a beneficial owner of shares, direct such shareholder to sell his shares and to provide to the Company evidence of the sale within thirty (30) days of the notice. If such shareholder fails to comply with the direction, the Company may compulsorily redeem or cause to be redeemed from any such shareholder all shares held by such shareholder in the following manner:

(1) The Company shall serve a second notice (the "redemption notice") upon the shareholder holding such shares or appearing in the register of shareholders as the owner of the shares to be redeemed, specifying the shares to be redeemed as aforesaid, the manner in which the redemption price will be calculated and the name of the purchaser.

Any such redemption notice may be served upon such shareholder by posting the same by registered mail addressed to such shareholder at his last address known to or appearing in the shareholder register. The said shareholder shall thereupon forthwith be obliged to deliver to the Company the share certificate or certificates representing the shares specified in the redemption notice.

Immediately after the close of business on the date specified in the redemption notice, such shareholder shall cease to be the owner of the shares specified in such notice and, in the case of registered shares, his name shall be removed from the register of shareholders, and in the case of bearer shares, the certificate or certificates representing such shares shall be cancelled.

(2) The price at which each such share specified in the redemption notice shall be redeemed (the "redemption price") shall be based on the net asset value per share of the relevant Sub Fund, category and/or class as at the Valuation Date specified by the Board for the redemption of shares in the Company. The relevant applicable Valuation Day shall be either immediately prior to the date of the redemption notice or immediately after the delivery of the certificate(s) specified in such notice, whichever is lower, all as determined in accordance with Article 8, less any service charge provided therein.

(3) Payment of the redemption price will be made available to the former owner of such shares normally in the currency fixed by the Board for the payment of the redemption price of the shares of the relevant Sub fund, category or class and will be deposited for payment to such owner by the Company with a bank in Luxembourg or elsewhere (as specified in the redemption notice) upon final determination of the redemption price following surrender of the share certificate or certificates specified in such notice and unmaturing dividend coupons attached thereto. Upon service of the redemption notice as aforesaid such former owner shall have no further interest in such shares or any of them, nor any claim against the Company or its assets in respect thereof, except the right to receive the redemption price (without interest) from such bank following effective surrender of the share certificate or certificates as aforesaid. Any funds receivable by a shareholder under this paragraph, but not collected within a period of five (5) years from the date specified in the redemption notice, may not thereafter be claimed and shall revert to the Sub-Fund that comprises the relevant class(es) of shares. The Board shall have power from time to time to take all steps necessary to perfect such reversion and to authorise such action on behalf of the Company.

(4) The exercise by the Company of the power conferred by this Article shall not be questioned or invalidated in any case, on the ground that there was insufficient evidence of ownership of shares by any person or that the true ownership of any shares was otherwise than appeared to the Company at the date of any redemption notice, provided in such case the said powers were exercised by the Company in good faith.

Whenever used in these Articles, "United States" or "U.S." means the United States of America, its states, commonwealths, territories or possessions, or an enclave of the United States government, its agencies or instrumentalities and "United States Person" means a citizen or resident of, or a company or partnership organised under the laws of or existing in any state, commonwealth, territory or possession of the United States of America, or on estate or trust other than an estate or trust the income of which from sources outside the United States of America is not includible in gross income for purpose of computing United States income tax payable by it, or any firm, company or other entity, regardless of

citizenship, domicile, situs or residence if under the income tax laws of the United States of America from time to time in effect, the ownership thereof would be attributed to one or more U.S. persons or any such other person or persons within the meaning of "U.S. person" under Regulation S promulgated under the United States Securities Act of 1933, Rule 4.7 of the United States Commodity Futures Trading Commission's regulations or in the United States Internal Revenue Code of 1986, as amended.

"U.S. person" as used herein does not include (i) any subscriber to shares of the Company issued in connection with the incorporation of the Company while such subscriber holds such shares (ii) any securities dealer who acquires shares with a view to their distribution in connection with an issuance of shares by the Company.

**Art. 11. Calculation of Net Asset Value per Share.** The net asset value per share of each Sub Fund, category and/or class of shares and shall be determined as of each Valuation Day by dividing the net assets of the Company attributable to each Sub Fund, category and/or class by the number of shares in the relevant Sub Fund, category and/or class then outstanding. The net assets of each Sub-Fund, category and/or class are established by deducting from the assets of that Sub-Fund, category or class the liabilities to be borne by it.

The net asset value per share may be rounded up or down to the nearest unit of the relevant currency as the Board shall determine. If since the time of determination of the net asset value there has been a material change in the quotations in the markets on which a substantial portion of the investments attributable to the relevant Sub-Fund, category and/or class are dealt in or quoted, the Company may, in order to safeguard the interests of the shareholders and the Company, cancel the first valuation and carry out a second valuation.

Except otherwise provided expressly in the Offering document, the valuation of the assets and liabilities of every Sub-Fund of the Company shall be made in the following manner:

I. The assets of the Company shall include:

- 1) all cash on hand or on deposit, including any interest accrued thereon;
- 2) all bills and demand notes payable on sight and accounts receivable (including proceeds of securities sold but not delivered);
- 3) all bonds, time notes, certificates of deposit, shares, stock, debentures, debenture stocks, subscription rights, warrants, options and other securities, financial instruments and similar assets owned or contracted for by the Company (provided that the Company may make adjustments in a manner not inconsistent with paragraph (a) below with regards to fluctuations in the market value of securities caused by trading ex-dividends, ex-rights, or by similar practices);
- 4) all stock dividends, cash dividends and distributions received by the Company to the extent information thereon is reasonably available to the Company;
- 5) all interest accrued or outstanding on any interest-bearing assets owned by the Company except to the extent that the same is included or reflected in the principal amount of such asset;
- 6) the liquidation value of all forward contracts and all call or put options the Company has an open position in;
- 7) the preliminary expenses of the Company, including the cost of issuing and distributing shares of the Company, insofar as the same have not been written off; and
- 8) all other assets of any kind and nature including expenses paid in advance.

The value of such assets shall be determined as follows:

(a) the value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends and interest declared or accrued as aforesaid, and not yet received shall be deemed to be the nominal value thereof, unless, however, the same is unlikely to be paid or received in full, in which case the value thereof shall be determined after making such discount as the Board may consider appropriate in such case to reflect the true value thereof;

(b) the value of securities which are quoted, traded or dealt in on any stock exchange shall be based on the latest available price from the stock exchange which is normally the principal market of such securities,

(c) the value of securities and each security traded on any other regulated market which operates regularly and is recognised and open to the public ("Regulated Market") shall be based on the latest available price;

(d) for non-quoted securities or securities not traded or dealt in on any stock exchange or other Regulated Market, or where the price of securities quoted or traded or dealt on a stock exchange or Regulated Market is not representative of the fair market value, the value thereof shall be determined prudently and in good faith by the Board on the basis of foreseeable sales prices;

(e) The liquidating value of futures, forward and option contracts that are not traded on a stock market or another regulated market shall mean their net realization value as defined in accordance with the policies established by the Board of Directors on a basis commonly applied for every Sub-Funds' contracts. The realization value of futures, forward and option contracts that are traded on a stock market or another regulated market shall be based on the last available closing price on the stock market or the regulated market on which the relevant contracts are traded by the Company. Should futures, forward or option contracts not be realized on the day on which the net asset value is calculated, the realization value to be taken into consideration shall be defined by the Board of Directors. In this specific case, the Board of Directors shall keep the value the Board of Directors considers to be fair and reasonable.

(f) All other transferable securities and other assets shall be valued at their fair market value as determined in good faith and in accordance with the procedures established by the Board of Directors.

The value of all assets and liabilities expressed in a currency other than the reference currency of a Sub-Fund is to be converted in this currency at the latest rates listed by major banks. Should these listings not be available, the exchange rate shall be defined either in good faith or through a process as the Board of Directors decides.

The Board of Directors may allow the use of another valuation method when such method ensures a better reflection of the fair value of a relevant asset of the Company.

II. The liabilities of the Company shall include:

- 1) all loans, bills and accounts payable;
- 2) all accrued interest on loans of the Company (including accrued fees for commitment for such loans);
- 3) all accrued or payable expenses (including administrative expenses, management fees, performance fees, custodian fees, and corporate agents' fees);
- 4) all known liabilities, present and future, including all matured contractual obligations for payments of money or property, including the amount of any unpaid dividends declared by the Company;
- 5) an appropriate provision for future taxes based on capital and income to the Valuation Day, as determined from time to time by the Company, and other reserves (if any) authorised and approved by the Board, as well as such amount (if any) as the Board may consider to be an appropriate allowance in respect of any contingent liabilities of the Company;
- 6) all other liabilities of the Company of whatsoever kind and nature reflected in accordance with generally accepted accounting principles. In determining the amount of such liabilities the Company shall take into account all expenses payable by the Company which may comprise formation and launching expenses, fees payable to its investment manager, investment adviser (if any), fees and expenses payable to its auditors and accountants, custodian and its correspondents, domiciliary and corporate agent, registrar and transfer agent, listing agent (if any), any paying agent, any permanent representatives in places of registration, as well as any other agent employed by the Company, the remuneration (if any) of the directors and their reasonable out-of-pocket expenses, insurance coverage, and reasonable travelling costs in connection with board meetings, fees and expenses for legal and auditing services, any fees and expenses involved in registering and maintaining the registration of the Company with any governmental agencies or stock exchanges in the Grand Duchy of Luxembourg and in any other country, reporting and publishing expenses, including the cost of preparing, printing, advertising and distributing offering documents, explanatory memoranda, periodical reports or registration statements, and the costs of any reports to shareholders, all taxes, duties, governmental and similar charges, and all other operating expenses, including the cost of buying and selling assets, interest, bank charges and brokerage, postage, telephone and telex. The Company may accrue administrative and other expenses of a regular or recurring nature based on an estimated amount rateably for yearly or other periods.

III. The assets shall be allocated as follows:

The Board of Directors may establish one or more Sub-Funds with a separate portfolio of assets. Within a Sub-Fund, the Board of Directors may set up categories and/or classes of shares. In the relation amongst shareholders, these portfolios are allocated only to shares issued in relation of the relevant Sub-Fund. Any allotment of this portfolio amongst the various categories and/or classes of shares of the relevant Sub-Funds is also to be taken into consideration.

Towards third parties and by derogation to Article 2093 of the Civil Code, the assets of a relevant Sub-Fund shall be accountable only for liabilities, commitments and obligations of this Sub-Fund.

In order to set up separate portfolios of assets corresponding either to a Sub-Fund or to two or more categories and/or classes of shares of a relevant Sub-Fund, the following principles are applicable:

- a) should two or more categories/classes of shares be related to a relevant Sub-Fund, the related assets will be invested together in accordance with the investment policy of the relevant Sub-Fund provided that the relevant specific features are complied with and that (i) a specific distribution policy and/or (ii) a specific structure of issue or redemption expenses, a specific structure of fees allocated to distributors or to the Company, and/or (iii) a specific structure of management or investment advisory fees, and/or (iv) a specific reference currency as well as a policy to hedge currency exchange risks and/or (v) any other feature applicable to a category of shares are taken duly into consideration;
- b) proceeds arising from the issue of shares of a category and/or class of shares will be allocated in the Company's books to the Sub-Fund which offers this category and/or class of shares provided that if more than one categories and/or classes of shares are issued in relation with this Sub-Fund, the related proceeds increase the portion of the net assets of this Sub-Fund to be allocated to the category and/or class of shares to be issued;
- c) assets, liabilities, income and expenses in relation with a Sub-Fund will be allocated to the category(ies) and/or class(es) of shares of this Sub-Fund;
- d) when an asset arises from another asset, this asset is to be allocated in the Company's books to the Sub-Fund or the category or class of shares to which the initial asset belongs, and on every new valuation of an asset, the subsequent value increase or decrease is to be allocated to the relevant corresponding Sub-Fund or category and/or class of shares;
- e) where the Company bears a liability that is related either to an asset of a relevant Sub-Fund or category and/or class of shares or to a transaction made in relation with an asset of a relevant Sub-Fund or category and/or class of shares, this liability is to be allocated to this Sub-Fund or category and/or class of shares;

f) where an asset or a liability of the Company may not be allocated to a relevant Sub-Fund, this asset or liability is to be allocated either to all Sub-Funds in proportion to the net asset value of such categories and/or classes of shares or in any other way as the Board of Directors may define in good faith;

g) further to distributions made to shareholders of a specific category and/or class, the net asset value of this category and/or class of shares will be decreased up to the distributions amount.

The accounts of each Sub-Fund, category and/or class of shares are to be drawn separately. The net asset value will be calculated for each Sub-Fund, category and/or class of shares. The net asset value will be expressed in the relevant applicable reference currency.

All valuation principles and calculations shall be interpreted and made in accordance with generally accepted accounting principles.

In the absence of bad faith, gross negligence or obvious error, every decision in calculating the net asset value taken by the Board of Directors or by any bank, company or other entity as appointed thereto by the Board of Directors shall be final and compulsory for the Company and its shareholders whether current, past or future.

IV. For the purpose of this article:

1) shares of the Company to be redeemed under Article 8 shall be treated as existing and taken into account until immediately after the time specified by the Board on the Valuation Day on which such valuation is made and from such time and until paid by the Company the price therefore shall be deemed to be a liability of the Company;

2) shares to be issued by the Company shall be treated as being in issuance as from the time specified by the Board on the Valuation Day on which such valuation is made and from such time and until received by the Company the price therefore shall be deemed to be a debt due to the Company;

3) all investments, cash balances and other assets expressed in currencies other than the reference currency of the relevant Sub-Fund shall be valued after taking into account the market rate or rates of exchange in force at the date and time for determination of the net asset value of shares and

4) where on any Valuation Day the Company has contracted to:

- purchase any asset, the value of the consideration to be paid for such asset shall be shown as a liability of the Company and the value of the asset to be acquired shall be shown as an asset of the Company;

- sell any asset, the value of the consideration to be received for such asset shall be shown as an asset of the Company and the asset to be delivered shall not be included in the assets of the Company;

provided however, that if the exact value or nature of such consideration or such asset is not known on such Valuation Day, then its value shall be estimated by the Company.

**Art. 12. Pooling.** The Board may authorise investment and management of all or any part of the portfolio of assets established for two or more Sub-Funds on a pooled basis, or of all or any part of the portfolio of assets of the Company on a co-managed or cloned basis with assets belonging to other Luxembourg or foreign collective investment schemes, all subject to appropriate disclosure and compliance with applicable regulations.

**Art. 13. Frequency and Temporary Suspension of Calculation of Net Asset Value per Share, of Issuance, Redemption and Conversion of Shares.** With respect to each Sub-Fund, category and/or class, the net asset value per share and the price for the issuance, redemption and conversion of shares shall be calculated from time to time by the Company or any agent appointed thereto by the Company, at least once a month at a frequency determined by the Board, such date or time of calculation being referred to herein as the "Valuation Day".

Without prejudice of the legal events of suspension, the Company may suspend at any time the valuation of the net asset value of shares of a compartment, category or class of shares as well as the issue, the redemption or the conversion of its shares in the events as follows:

a) any period when any of the principal markets or stock exchanges on which a substantial portion of the investments of the Sub-Fund, category and/or class of shares concerned is quoted or dealt in, is closed otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended provided that this restriction or suspension affects the valuation of the Company's investments related to this series of shares; or

(b) where in the opinion of the Board the existence of any state of affairs which constitutes an emergency as a result of which disposal or valuation by the Company of assets of the Sub-Fund, category and/or class of shares concerned would be impracticable; or

(c) any breakdown in the means of communication or computation normally employed in determining the price or value of the assets of the Sub-Fund, category and/or class of shares concerned or the current prices or values on any market or stock exchange; or

(d) any period when the Company is unable to repatriate funds for the purpose of making payments on the redemption of shares of the Sub-Fund, category and/or class or during which any transfer of funds involved in the realisation or acquisition of investments or payments due on redemption of shares cannot in the opinion of the Board be effected at normal rates of exchange; or

e) if, for any reason whatsoever, the price of the Company's investments of a relevant Sub-Fund, category and/or class of shares cannot be determined as punctually or accurately as required; or

f) further to the publication of a convening notice to a general meeting of shareholders in order to resolve the winding up or the liquidation of the Company.

Any such suspension shall be published, if appropriate, by the Company and be notified to shareholders having made an application for subscription, redemption or conversion of shares for which the calculation of the net asset value has been suspended.

Such suspension as to any Sub-Fund, category and/or class of shares shall have no effect on the calculation of the net asset value per share, the issuance, redemption and conversion of shares of any other Sub-Fund, category and/or class of shares.

Any request for subscription, redemption or conversion shall be irrevocable except in the event of a suspension of the calculation of the net asset value. In such case, the shareholders may give notice to the Company that they wish to withdraw their application.

### **Title III - Administration and Supervision**

**Art. 14. Directors.** The Company shall be managed by a board of directors composed of not less than three members, who need not be shareholders of the Company. The term of the directors' mandate shall be a maximum six (6) years. The directors shall be elected by the shareholders at a general meeting of shareholders; the latter shall further determine the number of directors, their remuneration and duration of their mandate.

Directors shall be elected by the majority of the votes of the shares present or represented.

Any director may be removed with or without cause or be replaced at any time by resolution adopted by the general meeting.

In the event of a vacancy in the office of director, the remaining directors may temporarily fill such vacancy; the shareholders shall take a final decision regarding such nomination at their next general meeting.

**Art. 15. Board Meetings.** The Board shall choose from among its members a chairman, and may choose from among its members one or more vice-chairmen. It may also choose a secretary, who needs not be a director, who shall write and keep the minutes of the meetings of the Board and of the shareholders. The Board shall meet upon call by the chairman or any two directors, at the place indicated in the notice of meeting.

The chairman shall preside at the meetings of the directors and of the shareholders. In his absence, the shareholders or the Board members shall decide by a majority vote that another director, or in case of a shareholders' meeting, that any other person shall be in the chair of such meetings.

The Board may appoint any executive managers or officers, including, without limitation, a general manager and any assistant general managers as well as any other officers that the Company deems necessary for the operation and management of the Company. Such appointments may be cancelled at any time by the Board. The officers need not be directors or shareholders of the Company. Unless otherwise stipulated by these Articles of Incorporation, the officers shall have the rights and duties conferred upon them by the Board.

Written notice of any meeting of the Board shall be given to all directors at least twenty-four hours prior to the date set for such meeting, except in circumstances of emergency, in which case the nature of such circumstances shall be set forth in the notice of meeting. This notice may be waived by consent in writing, by telegram, telex, telefax or any other similar means of communication. Separate notice shall not be required for meetings held at times and places fixed in a resolution adopted by the Board.

Any director may act at any meeting by appointing in writing, by telegram, telex or telefax or any other similar means of communication another director as his proxy. A director may represent several of his colleagues.

Any director may participate in a meeting of the Board by conference call or similar means of communications equipment whereby all persons participating in the meeting can hear each other, and participating in a meeting by such means shall constitute presence in person at such meeting.

The directors may only act at duly convened meetings of the Board. The directors may not bind the Company by their individual signatures, except if specifically authorised thereto by resolution of the Board. The Company shall be bound upon validly only by the joint signature of any two directors.

The Board can deliberate or act validly only if at least the majority of the directors, or any other number of directors that the Board may determine, are present or represented.

Resolutions of the Board will be recorded in minutes signed by the chairman of the meeting. Copies of extracts of such minutes to be produced in judicial proceedings or elsewhere will be validly signed by the chairman of the meeting or any two directors.

Resolutions are taken by a majority vote of the directors present or represented. In the event that an equal number of votes arise in a meeting, the Chairman is vested with a casting vote.

The Board can take decisions by circular resolution on a unanimous basis. Each director shall approve such resolution in writing, by telegram, telex, telefax or any other similar means of communication provided this approval is confirmed in writing. All documents shall constitute evidence that such decision has been taken.

**Art. 16. Powers of the Board.** The Board is vested with the broadest powers to perform all acts of disposition and administration within the Company's purpose, in compliance with the investment policy as determined in Article 20.

All powers not expressly reserved by law or by the present Articles of Incorporation to the general meeting of shareholders are in the competence of the Board.

**Art. 17. Corporate Signature.** Vis-à-vis third parties, the Company is validly bound by the signature of any two directors acting jointly or by the joint or single signature of any person(s) to whom authority has been delegated by the Board.

**Art. 18. Delegation of Power.** The Board of the Company may delegate its powers to conduct the daily management and affairs of the Company (including the right to act as authorised signatory for the Company) and its powers to carry out acts in furtherance of the corporate policy and purpose to one or several physical persons or corporate entities, which need not be members of the Board, who shall have the powers determined by the Board and who may, if the Board so authorises, sub-delegate their powers.

**Art. 19. Investment Manager.** The Company may enter into a management contract with one or more investment managers (the "Investment Managers"). The Investment Manager(s) shall provide the board of directors with advice, recommendations and reports in relation with the management of the assets of the different Sub-Funds. The Investment Manager(s) shall furthermore advise the board of directors on the selection of stocks and other assets which constitute the portfolio of the relevant Sub-Fund. The Investment Manager(s) shall have the exclusivity, on the basis of the daily management and under the final liability of the board of directors and the investment restrictions, to purchase and sell transferable securities or manage otherwise the portfolios of specific Sub-Funds.

The Board of Directors may also grant specific powers of representation by mean of a notarised power of attorney or under private seal.

**Art. 20. Investment Policies and Restrictions.** The Board has the power to determine the investment policies and strategies of the Company, based upon the principle of risk spreading, and the course of conduct of the management and business affairs of the Company, within the restrictions as shall be set forth by the Board in compliance with applicable laws and regulations.

**Art. 21. Indemnification of Directors.** The Company may indemnify any director or officer and his heirs, executors and administrators, against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Company or, at its request, of any other company of which the Company is a shareholder or a creditor and from which he is not entitled to be indemnified, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct; in the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Company is advised by counsel that the person to be indemnified did not commit such a breach of duty. The foregoing right of indemnification shall not exclude other rights to which he may be entitled.

**Art. 22. Conflicts of Interest.** None of the contracts or transactions that the Company may enter into with other companies or firms may be either affected or invalidated either by the fact that one or more directors, managers or executives have an interest whatsoever in such other company or firm or by the fact that they are directors, shareholders, managers, executives or employees of this company or firm. The director or executive of the Company who is also at the same time a director, an executive or an employee of a company or firm with whom the Company has entered into contracts or the Company is otherwise into business, shall not lose his right to deliberate, vote and act with regard to matters relating to such contracts or business.

Should a director, an executive or an agent of the Company have in some affairs of the Company a conflicting interest with the Company's, this director, manager or executive shall inform the board of directors of this conflicting interest. The relevant director may not deliberate or vote on this specific matter. A specific report is to be produced to the next general meeting of shareholders.

The term "conflicting interest" as used in the previous paragraph shall not apply to relations or interests which might exist in any manner, capacity or on any basis whatsoever, in relation with any person, company or legal entity which the Board of Directors might determine periodically at its entire discretion.

**Art. 23. Auditors.** The accounts of the Company shall be examined by an auditor ("réviseur d'entreprises agréé") appointed by the general meeting of shareholders and remunerated by the Company.

The auditor shall fulfil all duties prescribed by applicable law.

#### **Title IV - General meetings - Accounting year - Distributions**

**Art. 24. General Meetings of Shareholders of the Company.** The general meeting of shareholders of the Company shall represent the entire body of shareholders of the Company. Its resolutions shall be binding upon all the shareholders regardless of the Sub-Fund, the category and/or class of shares held by them. It shall have the broadest powers to order, carry out or ratify acts relating to the operations of the Company.



The general meeting of shareholders shall meet upon call by the Board. It may also be called upon the request of shareholders representing at least one fifth of the share capital.

The annual meeting shall be held in accordance with the requirements of Luxembourg law, on the third Tuesday of the month of June of each year at 11 a.m..

If such day is a legal or bank holiday in Luxembourg, the annual meeting shall be held on the following business day.

Other meetings of shareholders may be held at such places and times as may be specified in the respective notices of meeting.

Shareholders shall meet upon call by the Board pursuant to a notice setting forth the agenda, the applicable quorum and the majority requirements, sent at least eight (8) days prior to the meeting to each registered shareholder at the shareholder's address in the register of shareholders. The giving of such notice to registered shareholders need not be justified to the meeting. The agenda shall be prepared by the Board except in the instance where the meeting is called on the written demand of the shareholders in which instance the Board may prepare a supplementary agenda.

Where bearer shares have been issued such notice shall in addition be published as provided by Luxembourg law in the "Mémorial C, Recueil des Sociétés et Associations", and in at least one Luxembourg newspaper and, if necessary, such other newspapers as the Board shall determine.

Where all the shares are registered and no publication be required, convening notices may be sent to shareholders by registered letter.

Where all shareholders are either present or represented and certify that they were convened duly and have been informed previously of the relevant meeting's agenda, the general meeting may be held validly without prior convening notice.

The Board may determine all other conditions that must be fulfilled by shareholders in order to attend any meeting of shareholders provided the provisions of Article 67 (in particular, without limitation, Article 67 paragraph 3) of the law dated August 10<sup>th</sup>, 1915 on the commercial companies as modified.

The business transacted at any meeting of the shareholders shall be limited to the matters contained in the agenda (which shall include all matters required by law) and business incidental to such matters.

Each whole share of whatever Sub-Fund, category/class is entitled to one vote, in compliance with Luxembourg law and these Articles of Incorporation. A shareholder may act at any meeting of shareholders by giving a written proxy to another person, who need not be a shareholder and who may be a director of the Company.

Unless otherwise provided by law or herein, resolutions of the general meeting are passed by a simple majority vote of the shareholders present or represented.

**Art. 25. General Meetings of Shareholders of a Sub-Fund, Category/Class of shares.** The shareholders of the Sub-Fund, category/class of shares may hold, at any time, general meetings to decide on any matters which relate exclusively to such Sub-Fund, category/class of shares.

The provisions of Article 24, paragraphs 2, 3, 7, 8, 9, 10 and 11 shall apply to such general meetings.

Each whole share is entitled to one vote in compliance with Luxembourg law and these Articles of Incorporation. Shareholders may act either in person or by giving a written proxy to another person who need not be a shareholder and may be a director of the Company.

Unless otherwise provided for by law or herein, resolutions of the general meeting of shareholders of a Sub-Fund, category or class of shares are passed by a simple majority vote of the shareholders present or represented.

Any resolution of the general meeting of shareholders of the Company, affecting the rights of the holders of shares of any Sub-Fund, category/class vis-à-vis the rights of the holders of shares of any other Sub-Fund, category/class, shall be subject to a resolution of the general meeting of shareholders of such Sub-Fund, category/class in compliance with Article 68 of the Law of August 10, 1915 on commercial companies, as amended.

**Art. 26. Closure and Merger of Sub-Funds, Categories and/or Classes of shares.**

**A. Closure of Sub-Funds, categories and/or classes**

Should the assets of any Sub-Fund, category or class of shares fall below a level under which the management seems to the Board of Directors too difficult to ensure, the Board of Directors may decide to close this Sub-Fund, category or class. The same prerogative applies in case of rationalization of the range of products offered to clients.

Shareholders of the relevant Sub-Fund, category or class of shares will be informed of the closure resolution and conditions. A related closure notice may be sent to all registered shareholders.

Net assets of the relevant Sub-Fund, category or class of shares will be allocated among the remaining shareholders. Remaining amounts that are not distributed on the closure of the liquidation of the relevant Sub-Fund, category or class or shares will be deposited with the Caisse de Consignation in Luxembourg in favor of rightful beneficiaries until the prescription date.

**B. Merger of Sub-Funds, categories and/or classes of shares**

The Board may decide, in the interest of the shareholders, to contribute the assets of a Sub-Fund, category or class of shares to another Sub-Fund, category or class of shares of the Company. These mergers may be implemented on the

basis of various economic circumstances which justify merges of Sub-Funds. The decision to merge shall be published in the way as described here above (this publication shall include a mention the features of the new Sub-Fund, category or class of shares). Every shareholder of the relevant Sub-Funds, categories or classes of shares may within a month prior to the effective date on which the merger occurs, ask for the redemption of their shares free of charge. Upon expiry of this one month period, the merger resolution shall validly bind all shareholders who did not ask for the redemption of their shares.

In addition, in the interest of shareholders, the contribution of assets and liabilities of a Sub-Fund, category or class of shares either to another Luxembourg undertaking for collective investment or to a Sub-Fund, category or class of shares within another undertaking for collective investment may be decided, upon proposal of the Board of Directors, by a extraordinary general meeting of shareholders of the relevant Sub-Fund, category or class of shares. The extraordinary general meeting of shareholders shall deliberate in the same conditions as those applicable to the amendments of Articles of Association.

In the event of a contribution to another undertaking for collective investment of the mutual fund type, a "fonds commun de placement", the contribution shall be limited only to shareholders of the relevant Sub-Fund, category or class of shares who agreed expressly with this contribution while the other shareholders (who did not take part to the merger resolution) will be reimbursed.

These merges may be implemented on the basis of various economic circumstances which justify merges of Sub-Funds.

**Art. 27. Financial Year.** The Company's financial year shall start on the first day of January each year and end on the thirty-first day of December that same year.

**Art. 28. Distributions.** The general meeting of shareholders of the categories and/or class of shares issued in respect of any Sub-Fund shall, upon proposal from the Board and within the limits provided by law, determine how the results of such category and/or class shall be disposed of, and may from time to time declare, or authorise the Board to declare, distributions.

For any category(ies) and/or class(es) entitled to distributions, the Board may decide to pay interim dividends in compliance with the conditions set forth by law.

Dividends to registered shareholders will be made to the addresses specified in the shareholders register. Payments of distributions to holders of bearer shares shall be made upon presentation of the dividend coupon to the agent or agents therefore designated by the Company.

The Board may decide to distribute new stocks in lieu of cash dividends upon such terms and conditions as may be set forth by the Board.

Any distribution that has not been claimed within five years of its declaration shall be forfeited and revert to the Sub-Fund that comprises the relevant Sub-Fund, category and/or class of shares.

The Board is vested with the broadest powers and may take all the relevant necessary measures in order to enforce this provision.

No interest shall be paid on a dividend declared by the Company and kept by it at the disposal of its beneficiary.

## **Title V - Final provisions**

### **Art. 29. Custodian.**

a) The custody of the Company's assets will be entrusted to a bank within the meaning of the law on the financial sector as may be amended («the Custodian Bank»). Should the Custodian Bank terminate its mandate, the Board of Directors will ensure its temporary replacement until a new one is appointed by the general meeting of shareholders in accordance with applicable laws.

b) The Custodian Bank must comply with its obligations as defined by the relevant applicable agreement and pursuant to applicable law.

**Art. 30. Dissolution of the Company.** The Company may at any time be dissolved by a resolution of the general meeting of shareholders subject to the quorum and majority requirements referred to in Article 32.

Whenever the share capital falls below two-thirds of the minimum capital indicated in Article 5, the question of the dissolution of the Company shall be referred to the general meeting by the Board. The general meeting, for which no quorum shall be required, shall decide by simple majority of the votes of the shares represented at the meeting.

The question of the dissolution of the Company shall further be referred to the general meeting whenever the share capital falls below one-fourth of the minimum capital set by Article 5; in such an event, the general meeting shall be held without any quorum requirements and the dissolution may be decided by shareholders holding one-fourth of the votes of the shares represented at the meeting.

The meeting must be convened so that it is held within a period of forty (40) days from ascertainment that the net assets of the Company have fallen below two-thirds or one-fourth of the legal minimum, as the case may be.

**Art. 31. Liquidation.** Liquidation shall be carried out by one or several liquidators, who may be physical persons or legal entities, appointed by the general meeting of shareholders which shall determine their powers and their remuneration.

**Art. 32. Amendments to the Articles of Incorporation.** These Articles of Incorporation may be amended by a general meeting of shareholders subject to the quorum and majority requirements provided by the Law of 10 August 1915 on commercial companies, as amended.

**Art. 33. Statement.** Words importing a masculine gender also include the feminine gender and words importing "persons" or "shareholders" also include corporations, partnerships, associations and any other organised group of persons whether incorporated or not.

**Art. 34. Applicable Law.** All matters not governed by these Articles of Incorporation shall be determined in accordance with the Law of 10 August 1915 on commercial companies and legislation with regards to undertakings for collective investments, as such laws have been or may be amended from time to time.

**Art. 35. Language.** The official language of the Company is English.

WHEREOF, the present notarial deed was drawn up in Luxembourg, on the day named at the beginning of this document.

The document having been read to the persons, appearing, they signed together with the notary the present deed.

Signé: V. LETELLIER, N. FINET, E. GILSON DE ROUVREUX et H. HELLINCKX.

Enregistré à Luxembourg A.C., le 19 mars 2013. Relation: LAC/2013/12507. Reçu soixante-quinze euros (75.- EUR).

Le Receveur (signé): I. THILL.

- POUR EXPEDITION CONFORME - Délivrée à la société sur demande.

Luxembourg, le 26 mars 2013.

Référence de publication: 2013040419/742.

(130049843) Déposé au registre de commerce et des sociétés de Luxembourg, le 27 mars 2013.

### **Resource Engineering SA, Société Anonyme.**

Siège social: L-1840 Luxembourg, 11A, boulevard Joseph II.

R.C.S. Luxembourg B 175.235.

### — STATUTEN

Im Jahre zweitausenddreizehn, den sechsten Februar.

Vor Uns Notar Roger ARRENSDORFF, im Amtssitz zu Luxemburg (Großherzogtum Luxemburg).

Ist erschienen:

- Kostyantyn GUMENYUK, Ingenieur, wohnhaft zu Hrtyom Str. 75/77 Flat 26 Donetsk (Ukraine), hier vertreten durch Stefan Franz Josef THEISEN, Diplom-Kaufmann, wohnhaft zu D-54340 Longuich, Im Freihof 3, auf Grund einer Vollmacht unter Privatschrift vom 5. Februar 2013,

welche Vollmacht nach ne varietur Unterzeichnung durch den Komparenten und den amtierenden Notar gegenwärtiger Urkunde als Anlage beigebogen bleibt um mit derselben einregistriert zu werden.

Vorbenannte Person ersucht den unterzeichneten Notar, die Satzung einer von ihr zu gründenden Aktiengesellschaft luxemburgischen Rechts wie folgt zu beurkunden:

**Art. 1.** Zwischen den Vertragsparteien und allen Personen welche später Aktionäre der Gesellschaft werden, wird eine Aktiengesellschaft unter der Bezeichnung "Resource Engineering SA" gegründet.

**Art. 2.** Die Gesellschaft wird gegründet für eine unbestimmte Dauer von heute angerechnet. Sie kann frühzeitig aufgelöst werden durch Entscheid der Aktionäre, entscheidend so, wie im Falle einer Statutenänderung.

**Art. 3.** Der Sitz der Gesellschaft ist in Luxemburg.

Sollten außergewöhnliche Ereignisse militärischer, politischer, ökonomischer oder sozialer Natur die normale Aktivität der Gesellschaft behindern oder bedrohen, so kann der Sitz der Gesellschaft durch einfache Entscheidung des Verwaltungsrates in eine andere Ortschaft des Großherzogtums Luxemburg oder sogar ins Ausland verlegt werden und zwar so lange bis zur Wiederherstellung normaler Verhältnisse.

**Art. 4.** Die Gesellschaft hat zum Zweck die Abwicklung von kommerziellen, industriellen und finanziellen Geschäften, unter welcher Form auch immer, aller Geschäfte welche sich auf Mobiliar- und Immobilienwerte beziehen sowie die Beteiligung an anderen Gesellschaften.

Desweiteren kann sie Gesellschaften an denen sie beteiligt ist, jede Art von Unterstützung gewähren, sei es durch Darlehen, Garantien und Vorschüsse.

Die Gesellschaft kann alle Arten von Wertpapieren und Rechten erwerben, dieselben verwalten und verwerten.

Die Gesellschaft kann generell alle Tätigkeiten und Geschäfte betreiben welche mittelbar oder unmittelbar mit ihrem Gesellschaftszweck zusammenhängen.

**Art. 5.** Das gezeichnete Aktienkapital beträgt EINUNDDREISSIGTAUSEND EURO (31.000.- €), eingeteilt in DREIHUNDERTZEHN (310) Aktien mit einem Nominalwert von je HUNDERT EURO (100.- €), welche eine jede Anrecht gibt auf eine Stimme in den Generalversammlungen.

Die Aktien, je nach Wahl des Eigentümers, sind Inhaberaktien oder lauten auf Namen.

Die Aktien können, auf Wunsch des Besitzers, aus Einzelaktien oder aus Aktienzertifikaten für zwei oder mehr Aktien bestehen.

Das gezeichnete Aktienkapital der Gesellschaft kann erhöht oder herabgesetzt werden, durch Beschluß der Generalversammlung, welcher wie bei Satzungsänderungen zu fassen ist.

Die Gesellschaft kann im Rahmen des Gesetzes und gemäß den darin festgelegten Bedingungen ihre eigenen Aktien erwerben.

**Art. 6.** Die Gesellschaft wird durch einen Verwaltungsrat verwaltet, der aus drei Personen bestehen muss, welcher aus seinen Reihen einen Vorsitzenden wählt und bei einer Einpersonenaktiengesellschaft aus einem Mitglied bestehen kann. Sie werden ernannt für eine Dauer die sechs Jahre nicht überschreiten darf. Der Vorsitzende kann auch durch die Generalversammlung ernannt werden.

**Art. 7.** Der Verwaltungsrat hat die weitestgehenden Befugnisse, um die Gesellschaftsangelegenheiten zu führen und die Gesellschaft im Rahmen des Gesellschaftszweckes zu verwalten. Er ist für alles zuständig, was nicht ausdrücklich durch das Gesetz oder die vorliegende Satzung der Generalversammlung vorbehalten ist.

Der Verwaltungsrat ist ermächtigt Vorauszahlungen auf Dividenden zu machen, im Rahmen der Bedingungen und gemäß den Bestimmungen welche durch das Gesetz festgelegt sind.

Der Verwaltungsrat oder die Generalversammlung kann die ganze oder teilweise tägliche Geschäftsführung, sowie die Vertretung der Gesellschaft betreffend diese Geschäftsführung, an ein oder mehrere Verwaltungsratsmitglieder, Direktoren, Geschäftsführer oder Agenten übertragen, welche nicht Aktionäre zu sein brauchen.

Die Gesellschaft wird verpflichtet sei es durch die gemeinsame Unterschrift von zwei Verwaltungsratsmitgliedern oder durch die alleinige Unterschrift des geschäftsführenden Verwaltungsratsmitglieds oder des Verwaltungsratsvorsitzenden oder des alleinigen Verwaltungsratsmitglieds.

**Art. 8.** Die Gesellschaft wird bei Gericht als Klägerin oder als Beklagte durch ein Verwaltungsratsmitglied oder durch die hierzu speziell bestellte Person rechtsgültig vertreten.

**Art. 9.** Die Tätigkeit der Gesellschaft wird durch einen oder mehrere Kommissare überwacht.

Sie werden ernannt für eine Dauer, welche sechs Jahre nicht überschreiten darf.

**Art. 10.** Das Geschäftsjahr beginnt am ersten Januar und endet am einunddreissigsten Dezember.

**Art. 11.** Die jährliche Generalversammlung tritt am Gesellschaftssitz oder an dem im Einberufungsschreiben genannten Ort zusammen und zwar am ersten Montag des Monats April jeden Jahres um 13.00 Uhr.

Falls der vorgenannte Tag ein Feiertag ist, findet die Versammlung am ersten nachfolgenden Werktag statt.

**Art. 12.** Um der Generalversammlung beiwohnen zu können, müssen die Besitzer von Inhaberaktien fünf volle Tage vor dem festgesetzten Datum ihre Aktien hinterlegen. Jeder Aktionär hat das Recht selbst zu wählen oder einen Mandatar zu bestellen. Letzterer muß nicht unbedingt Aktionär sein.

**Art. 13.** Die Generalversammlung hat die weitestgehenden Befugnisse um alle Akte, welche die Gesellschaft interessieren zu tätigen oder gutzuheißen. Sie entscheidet über die Zuweisung und über die Aufteilung des Nettogewinns.

Die Generalversammlung kann beschließen, Gewinne und ausschüttungsfähige Rücklagen zur Kapitaltilgung zu benutzen, ohne Durchführung einer Kapitalherabsetzung.

**Art. 14.** Für alle Punkte, die nicht in dieser Satzung festgelegt sind, verweisen die Gründer auf die Bestimmungen des Gesetzes vom 10. August 1915, sowie auf dessen spätere Änderungen.

#### *Übergangsbestimmungen*

1) Das erste Geschäftsjahr beginnt am heutigen Tag und endet am 31. Dezember 2013.

2) Die erste ordentliche Generalversammlung findet statt im Jahre 2014.

#### *Kapitalzeichnung*

Die Aktien wurden durch den einzigen Aktieninhaber gezeichnet. Das gezeichnete Kapital wurde bar in einer Höhe von SIEBENTAUSEND SIEBENHUNDERTFÜNFZIG EURO (7.750.-€) eingezahlt. Demzufolge steht der Gesellschaft der Betrag von SIEBENTAUSEND SIEBENHUNDERTFÜNFZIG EURO (7.750.- €) zur Verfügung, was dem unterzeichneten Notar nachgewiesen und von diesem ausdrücklich bestätigt wird.

Demzufolge bleiben die Aktien Namensaktien bis zur vollständigen Zahlung des Gesellschaftskapitals.

*Bescheinigung*

Der unterzeichnete Notar bescheinigt, daß die Bedingungen von Artikel 26 des Gesetzes vom 10. August 1915 über die Handelsgesellschaften erfüllt sind.

*Schätzung der Gründungskosten*

Die Gründer schätzen die Kosten, Gebühren und jedwelche Auslagen, welche der Gesellschaft aus Anlaß gegenwärtiger Gründung erwachsen, auf ungefähr NEUNHUNDERTFÜNFZIG EURO (950.- €).

*Außerordentliche Generalversammlung*

Sodann hat der Erschienene in einer außerordentlichen Generalversammlung folgende Beschlüsse gefaßt:

*Erster Beschluß*

Die Zahl der Verwaltungsratsmitglieder wird auf einen (1) festgelegt und die der Kommissare auf einen (1).

Zum einzigen Verwaltungsratsmitglied wird ernannt:

- Stefan Franz Josef THEISEN, Diplom-Kaufmann, wohnhaft zu D-54340 Longuich, Im Freihof 3.

*Zweiter Beschluß*

Zum Kommissar wird ernannt:

- LCG International A.G. (B 86.354), mit Sitz in L-1840 Luxemburg, 11A, boulevard Joseph II.

*Dritter Beschluß*

Die Mandate des einzigen Verwaltungsratsmitglieds und des Kommissars enden am Tage der Generalversammlung welche über das Geschäftsjahr 2018 befindet.

*Vierter Beschluß*

Die Anschrift der Gesellschaft lautet:

L-1840 Luxemburg, 11A, boulevard Joseph II.

Der Verwaltungsrat ist ermächtigt die Anschrift der Gesellschaft abzuändern innerhalb der Gemeinde in der sich der statutarische Gesellschaftssitz befindet.

*Fünfter Beschluß*

Gemäß den Bestimmungen des Artikels 60 des Gesetzes über die Gesellschaften und Artikel 7 der gegenwärtigen Satzung, ist der Verwaltungsrat ermächtigt unter seinen Mitgliedern ein oder mehrere geschäftsführende Verwaltungsratsmitglieder welche befugt sind die Gesellschaft durch ihre alleinige Unterschrift zu verpflichten für alles was die tägliche Geschäftsführung anbelangt (administrateur-délégué) zu bezeichnen.

Worüber Urkunde, Aufgenommen zu Luxemburg, 11A, boulevard Joseph II.

Der unterzeichnete Notar, welcher der deutschen Sprache mächtig ist, bestätigt hiermit, daß der Text der vorliegenden Urkunde auf Wunsch der Parteien in deutsch abgefaßt ist, gefolgt von einer englischen Übersetzung; er bestätigt weiterhin, daß es der Wunsch der Parteien ist, daß im Falle von Abweichungen zwischen dem deutschen und dem englischen Text der deutsche Text Vorrang hat.

Und nach Vorlesung und Erklärung an den Erschienenen hat derselbe Uns Notar nach Namen, gebräuchlichen Vornamen, Stand und Wohnort bekannt, mit Uns, Notar, gegenwärtige Urkunde unterschrieben.

**Follows the English translation:**

In the year two thousand thirteen, on the sixth day of February.

Before Us Maître Roger ARRENSDORFF, notary residing in Luxembourg (Grand Duchy of Luxembourg).

Has appeared:

- Kostyantyn GUMENYUK, engineer, residing in Hrtyom Str. 75/77 Flat 26 Donetsk (Ukraine), here represented by Stefan Franz Josef THEISEN, Diplom-Kaufmann, residing in D-54340 Longuich, Im Freihof 3, by virtue of a proxy given under private seal on the 5<sup>th</sup> of February 2013,

which initialed ne varietur by the appearing person and the undersigned notary, will remain annexed to the present deed to be filed at the same time with the registration authorities.

Such appearing party has requested the notary to draw up the following Articles of Incorporation of a société anonyme which he declared to organize among himself.

**Art. 1.** Between those present this day and all persons who will become owners of the shares mentioned hereafter, a société anonyme is hereby formed under the title "Resource Engineering SA".

**Art. 2.** The Corporation is established for an unlimited period from the date thereof. The Corporation may be dissolved prior by a resolution of the shareholders adopted in the manner required for amendment of these Articles of Incorporation.

**Art. 3.** The Head Office of the Company is in Luxembourg.

Should a situation arise or be deemed imminent, whether military, political, economic or social, which would prevent the normal activity at the Head Office of the Company, the Head Office of the Company may be transferred by decision of the board of directors to any other locality of the Grand Duchy of Luxembourg and even abroad, until such time as the situation becomes normalised.

**Art. 4.** The company's object is, as well in Luxembourg as abroad, in the one hand, in whatever form, any industrial, commercial, financial, personal or real estate property transactions, which are directly or indirectly in connection with the creation, management and financing, in whatever form, of any undertakings and companies having any object in whatever form, as well as, in the other hand, the management and development, permanently or temporarily, of the portfolio created for this purpose.

The Company may take participating interests by any means in any business, undertakings or companies having the same, analogous or connected object, or which may favour its development or the extension of its operations.

**Art. 5.** The subscribed capital is set at THIRTY ONE THOUSAND EURO (31.000.- €) represented by THREE HUNDRED TEN (310) shares with a par value of HUNDRED EURO (100.- €) each, carrying one voting right in the general assembly.

All the shares are, at the owner's option, in bearer or nominative form.

The corporation's shares may be created, at the owner's option, in certificates representing single shares or two or more shares.

The subscribed capital of the corporation may be increased or reduced by a resolution of the shareholders adopted in the manner required for amendment of these articles of Incorporation.

The company can proceed to the repurchase of its own shares within the bounds laid down by the law.

**Art. 6.** The company is administrated by a Board comprising at least three members. It can be administrated by one director in case of unipersonal company. Their mandate may not exceed six years. The chairman is elected by the General Meeting.

**Art. 7.** The Board of Directors possesses the widest powers to manage the business of the Company and to take all actions of disposal and administration which are in line with the object of the Company, and anything which is not a matter for the General Meeting in accordance with the present Articles or governed by law, comes within its competence.

The Board of Directors is authorized to proceed to the payment of a provision of dividend within the bounds laid down by the law.

The General Assembly or the Board of Directors may delegate all or part of the powers of the Board of Directors concerning the daily management of the Company's business, either to one or more directors, or, as holders of a general or special proxy, to third persons who do not have to be shareholders of the Company.

All acts binding the company must be signed by two directors or by the sole signature of the managing director or by the president of the Board of Directors, or by the sole director.

**Art. 8.** Legal action, as claimant as well as defendant, will be taken in the name of the Company by one member of the Board of Directors, or by the person delegated to this office.

**Art. 9.** The Company's operations are supervised by one or more auditors. Their mandate may not exceed six years.

**Art. 10.** The Company's business year begins on the first of January to the thirty-first of December of each year.

**Art. 11.** The annual General Meeting is held on the first Monday of the month of April at 13.00 o'clock at the Company's Head Office, or at another place to be specified in the convening notices. If such day is a legal holiday, the General Meeting will be held on the next following business day.

**Art. 12.** To be admitted to the General Meeting, the owner of bearer shares must deposit them five full days before the date fixed for the meeting; any shareholder will be entitled to vote in person or through a proxy, who need not be a shareholder himself.

**Art. 13.** The General Assembly has the widest powers to take or ratify any action concerning the Company. It decides how the net profit is allocated and distributed.

The General Assembly may decide that profits and distributable reserves are assigned to the redemption of the stock, without reduction of the registered capital.

**Art. 14.** For any points not covered by the present articles, the parties refer to the provisions of the Act of August 10, 1915 and of the modifying Acts.

### *Transitory dispositions*

- 1) The first accounting year will begin today and will end on December 31, 2013.
- 2) The first annual general meeting of shareholders will be held in 2014.

### *Subscription*

The capital has been subscribed by the sole shareholder.

All these shares have been paid up in cash to the amount of SEVEN THOUSAND SEVEN HUNDRED AND FIFTY EURO (7.750.- €) and therefore the amount of SEVEN THOUSAND SEVEN HUNDRED AND FIFTY EURO (7.750.- €) is as now at the disposal of the Company, proof of which has been duly given to the notary.

The shares will stay nominative shares until the capital will be fully paid up.

### *Statement*

The notary declares that he has checked the existence of the conditions listed in Article 26 of the commercial companies act and states explicitly that these conditions are fulfilled.

### *Costs*

The amount of the expenses, remunerations and charges, in any form whatsoever, to be borne by the Company, or charged to it for its formation, amount to about NINE HUNDRED AND FIFTY EURO (950.- €).

### *Extraordinary General Meeting*

The appearing person takes the following resolutions in an extraordinary general meeting:

#### *First resolved*

The number of Directors is set at one (1) and that of the auditors at one (1).

The following one is appointed Director:

- Stefan Franz Josef THEISEN, Diplom-Kaufmann, residing in D-54340 Longuich, Im Freihof 3.

#### *Second resolved*

Is elected as auditor:

- LCG International A.G. (B 86.354), with registered office in L-1840 Luxemburg, 11A, boulevard Joseph II.

#### *Third resolved*

Their terms of office will expire after the annual meeting which will approve the financial statements of the year 2018.

#### *Fourth resolved*

The address of the company is fixed at:

L-1840 Luxemburg, 11A, boulevard Joseph II.

The Board of Directors is authorized to change the address of the company inside the municipality of the company's corporate seat.

#### *Fifth resolved*

Persuant to article 60 of the company law and article 7 of these Articles of Incorporation, the Board of Directors is authorized to elect one or more managing director(s) of the Company with such powers as are necessary to bind the Company with his (theirs) sole signature for the day-to-day management.

The undersigned notary who understands and speaks English, states herewith that on request of the above appearing person, the present deed is worded in German followed by an English translation; on the request of the same appearing person and in case of divergences between the English and the German texts, the German version will be prevailing.

Whereof, the present notarial deed was drawn up in Luxemburg, 11A, boulevard Joseph II.

The document having been read to the appearing person, known to the notary, by his surnames, Christian names, civil status and residences, the said appearing person signed with Us, the notary, the present original deed.

Gezeichnet: THEISEN, ARRENSDORFF.

Enregistré à Luxembourg Actes Civils, le 8 février 2013 Relation: LAC/2013/6073. Reçu soixante-quinze euros (75,- €).

Le Receveur ff. (signé): FRISING.

Pour expédition conforme délivrée aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 18 février 2013.

Référence de publication: 2013024233/234.

(130029303) Déposé au registre de commerce et des sociétés de Luxembourg, le 18 février 2013.

---

**SJ Properties Aubervilliers EquityCo Lux S.à r.l., Société à responsabilité limitée.**

**Capital social: EUR 1.452.200,00.**

Siège social: L-1855 Luxembourg, 46A, avenue J.F. Kennedy.

R.C.S. Luxembourg B 124.142.

Il résulte des résolutions prises par l'associé unique de La Société en date du 15 février 2013:

1. Acceptation de la démission de Madame Françoise Pfeiffer et de Monsieur Johann Friorik Haraldsson en leur qualité de gérants de la Société avec date effective le 1<sup>er</sup> janvier 2013.

2. Nomination du nouveau gérant unique de La Société avec date effective le 1<sup>er</sup> janvier 2013 et pour une durée indéterminée:

Monsieur Oskar Gardarsson, gérant unique, né le 09 décembre 1968 à Reykjavik en Islande, ayant son adresse professionnelle au 26 Soltuni, IS-105 Reykjavik, Islande.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Luxembourg, le 26 février 2013.

TMF Luxembourg S.A.

Signatures

Agent de domiciliation

Référence de publication: 2013029463/20.

(130035874) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

---

**Le Sphinx Assurances Luxembourg S.A., Société Anonyme.**

Siège social: L-2540 Luxembourg, 16, rue Edward Steichen.

R.C.S. Luxembourg B 108.103.

Remplace le dépôt L110113334 du 15/07/2011

*Extrait du procès-verbal de la réunion du Conseil d'Administration tenue en date du 21 juin 2011*

Le Conseil d'Administration a pris les résolutions suivantes:

1) Le Conseil prend acte des démissions de Messieurs Christian Sztajnkrzyer et Claude Weber de leur fonction d'administrateur.

2) Le Conseil décide de pourvoir les postes vacants et de coopter aux fonctions d'administrateurs:

- Madame Barbara Bavay, demeurant professionnellement au 16, Rue Edward Steichen, L-2540 Luxembourg

- Monsieur Danilo Giuliani, demeurant professionnellement au 74, rue de Merl, L-2F46 Luxembourg

- Monsieur Philippe Viénot, demeurant professionnellement au 59, rue de la République F-93100 Montreuil S/Bois

Les mandats des Administrateurs viendront à échéance à l'issue de l'assemblée générale appelée à se prononcer sur les états financiers arrêtés au 31 décembre 2012.

3) Délégation de la gestion journalière à un administrateur

Le Conseil annule la délégation journalière octroyée dans le passé à Monsieur Christian Cretin.

Conformément aux dispositions statutaires, le Conseil, dans le cadre de la délégation donnée par l'assemblée générale, décide de déléguer la gestion journalière de la société à Madame Barbara Bavay demeurant professionnellement au 16, Rue Edward Steichen, L-2540 Luxembourg.

Pour mention aux fins de la publication au Mémorial, Recueil des Sociétés et Associations.

Pour extrait sincère et conforme

Signature

Un Mandataire

Référence de publication: 2013029234/27.

(130035451) Déposé au registre de commerce et des sociétés de Luxembourg, le 28 février 2013.

---